

**Brant Historical Society  
2016 ANNUAL GENERAL MEETING  
March 27, 2017**

**MINUTES**

A total of 37 were in attendance for the 109 <sup>th</sup> Annual General Meeting of the Brant Historical Society as follows:	
<b>ATTENDANCE:</b>	<b>Board Members:</b> Michael St. Amant, Bill Hanna, Jack Jackowetz, Zig Misiak, Doug Summerhayes, Willi Hilgendag, Tim Philp, Annette Minutillo
	<b>Brant Historical Society Members:</b> Bruce Hill, Doris Myke, Dan McCreary, Tim Philp, Lynn Elsie, Esther Brouwer, Sarah Thomas, Dave Webber, Ron Desartes, Carolyn Purden, John Bonfield, Robyn Harding, Lorraine Snetsinger, Marilyn McDonald, John Davis, Ruth Lefler, Robert Riddle, Elizabeth Moore, Brian Moore, Margaret Lorenz, Pamela Young, Sandra Vos, Ed Pancoe, Marilyn McDonald, Johannes Huntjens, Angela Huntjens,
	<b>Staff Members:</b> Nathan Etherington, Sarah Thomas, Jason Davies

**1. CALL TO ORDER/ESTABLISH QUORUM**

The meeting was called to order at **7:05 p.m.** with Michael St. Amant in the Chair

Michael St. Amant opened the meeting with a welcome to all in attendance.

Michael noted that the Bylaws for Quorum for the Annual General Meeting are met, being not less than fifteen (15) members of the Society of whom not less than six (6) were members of the Board, as set out in Article VII(iv) of the Constitution and By-laws.

**2. APPROVAL OF AGENDA**

<b>RESOLUTION:</b>	Moved by Tim Philp; Seconded by Bill Hanna That the distributed agenda be the agenda of this Annual General Meeting <b>CARRIED</b>
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**3. APPROVAL OF THE MINUTES OF 2015 ANNUAL GENERAL MEETING HELD ON MARCH 30, 2016**

<b>RESOLUTION:</b>	Moved by Doug Summerhayes; Seconded by Jack Jackowetz That the minutes of the Annual General Meeting of 2015 held on March 30, 2016 be received and adopted (without amendment or correction). <b>CARRIED</b>
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**4. BUSINESS ARISING FROM THE 2016 AGM**

No business arising

**5. ANNUAL REPORT**

**5.1 President's Report**

Michael St. Amant noted that throughout 2016, the Brant Historical Society continued its commitment to serve Brantford, Brant County and First Nations by preserving artifacts and documents for future generations, by helping interpret local history, and by providing educational programs and exhibits. At the same time, the Board of Directors has continued in its

efforts to reduce the costs of operating the Brant Museum and Archives, and to increase the revenue base for the Brant Historical Society. Despite a decrease in funding from the City of Brantford due to a new financing formula, the Society benefitted from an increase in donations.

In 2016, the Society experienced increased attendance and revenues from our Educational Programs and our Outreach Programs. Michael acknowledged the valued contribution of Sarah Thomas in developing these programs; Sarah has done a wonderful job at Myrtleville. The Seniors Program decreased slightly due to health outbreaks at several senior residences last January and February. Visitor numbers were the same as 2015. Society memberships increased significantly and there was a small increase in the number of volunteers. The Society also published *Doing Our Bit* by Vincent Ball and partnered in many community events with other organizations. The Walking Tours continue to attract non-members, thanks to the many volunteer hours contributed by Brian Moore. In addition to the regular programs delivered by Brant Historical Society staff, our activities were also enhanced by the hard work of the Members Event Committee who planned, organized and managed successful public events throughout 2016. The Brant Museum and Archives also expanded its collection in 2016. Items added to the collection include documents from the Brant Federation of Agriculture and a donation of Arts and Entertainment documents covering Brantford received from Robert MacMillan's collection. Overall the results indicate that the Brant Historical Society continues to move forward in meeting its mandate.

From an operational and planning perspective, the Gift Shop revenue remained static and the Board of Directors has been looking at new opportunities to improve this revenue. In 2016, we have seen a doubling of our research revenue and this activity continues to offer promise as a revenue source. The Board has approved a three-year Exhibit Plan and a three-year Social Media Plan, both of which are continuously updated as need requires. The Board has also been examining opportunities to increase sponsorship revenue which can offset the costs of exhibits and special events. Several of the exhibits that took place in 2016 received financial support from several corporate and community partners. The Board has also been looking at ways in which BHS can further reduce expenses. One of the key components of this is addressing issues associated with the HVAC system which could result in significantly lower water and electric costs. Michael noted that there isn't much more that can be reduced from the budget.

In 2015, the Board made a commitment to encourage staff development and continues to support their participation in courses that assist them improve their skills. Our objective to empower staff to contribute to the evolution of the Society and to bring new ideas and concepts to the table has been fruitful. For example, the successful *Airing Our Dirty Laundry* Exhibit resulted from work done at a course taken by Nathan Etherington.

Although the Society has generated a small loss for the 2016 fiscal period, the trend has improved compared to losses over previous years. In part, the loss was associated with developing plans and preparing a feasibility study to address the Museum's facility problems. While the work in this area continues and discussions move forward, the Society is not yet in a position to commit to a long term financial arrangement to either lease or build new premises. In the meantime, we continue to look at new options including utilizing the current facility more efficiently.

The Board would like to thank Board members, notably Jack Jackowetz, and the many volunteers who volunteer their time to work on the Board of Directors or volunteer in other capacities to support the efforts of the Society, it enables the Brant Historical Society to remain relevant and ensure that we find new and creative ways of involving all the cultural groups involved in our community.

As this was his last term on the Board of Directors, Michael thanked the Board, staff and members for their support over the past three years.

RESOLUTION:	Moved by Brian Moore; Seconded by Tim Philp That the President's Report for the year 2016 be received. <b>CARRIED</b>
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## 6. FINANCIAL REPORT

### 6.1 Financial Report Presentation

All attendees were provided with a copy of the 2017 Budget, together with the actual results for the financial year 2016. Treasurer Bill Hanna presented these and the Financial Statements for the year ended December 31, 2016.

Bill noted that, like last year, the truly significant financial result for 2016 as opposed to previous years was the reduction of the loss in 2015 by over 50%. Revenues are up by 31% while expenses are up by only 3% (due to increases in salaries, and administration).

In a closer look at the revenues, it should be noted that a decrease in grants was completely offset by a threefold increase in donations and fundraising - \$18,817 in 2015 to \$54,617. Bill commented that we need to do even better - grants that are received are not sufficient to cover operations, despite the fact that profit centres such as Myrtleville have done extremely well. Without the one major cost for \$21,620 (relocation plans) we would have reduced our loss to slightly over \$17,000

Except for salaries, benefits, administration and information technology, all expenditures were less than last year.

The work on budgets continues to be refined particularly in the monthly breakouts eliminating straight line equal month's budget allocations for many lines and instead trying to estimate as tightly as possible what each monthly budget item will be. In this way, our cash flow forecasting, essential in our tight financial circumstances, is dramatically improved.

In last year's report Bill had noted the accountant's alert that work needed to be done on the balance sheet - all that work has been satisfactorily completed. In the package of financial papers circulated is a copy of the budget for 2017 and the audited statements for 2016 and 2015. The budget shows a small profit of \$1900 which hopefully will mark the first year we have been in profit for a long time.

Bill thanked our accountant Mark Rozad and auditor Stephen Spinks for providing the reports and numbers in a very timely fashion, such that the Board can effectively carry out the financial governance of the Brantford Historical Society.

Bill provided opportunity for questions:

Bill was asked to explain the 2016 Budget line item for OLG Culture Grant - he clarified that as part of the plan to move to Market Square, the city had indicated they would be willing to fund this to the amount of \$100,000. The City made the offer in contravention of Council's adopted policy to only make casino funds available for capital projects; funding for operating expenses are not allowed. Council is exploring other support options for the Society.

RESOLUTION:	Moved Tim Philp; Seconded by Ed Pancoe That the Treasurer's Report be approved as presented. <b>CARRIED</b>
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## 6.2 Adoption of Audited Annual Financial Statement

RESOLUTION:	Moved Zig Misiak; Seconded by Doug Summerhayes That the Audited Financial Statements for 2016 be approved. <b>CARRIED</b>
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## 6.3 Appointment of Auditors for 2017 fiscal year

Michael clarified that Spinks and Company is a local business.

RESOLUTION:	Moved by Tim Philp; Seconded by Willi Hilgendag THAT, in accordance with the recommendations of the Board of Directors, Spinks and Company, be appointed Brant Historical Society auditors for the 2017 fiscal year. <b>CARRIED</b>
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## 6.4 Adoption of 2017 Budget

RESOLUTION:	Moved by Tim Philp; Seconded by Zig Misiak That the proposed budget for the 2017 fiscal year be adopted as presented. <b>CARRIED</b>
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## 7. RATIFICATION OF BOARD ACTIONS

Michael invited questions from the membership regarding the actions of the Board.

With respect to the delay in moving the Museum, Michael noted that it is not sensible for BHS to enter into agreement at this time, given the lack of OLG funding and the ongoing assessment that Laurier is conducting on the Market Square. We have been challenged by the lease rate (coming in at \$120,000 a year) and dialogue continues with Laurier. The relocation study mentioned earlier can be applied to other locations than Market Square although Michael noted that there are not any other possible locations that would be appropriate at this time. Building on our existing site is also a consideration, which would then be a capital project. Advantages are that we own the property and it is increasingly apparent that there are far more grants for capital projects than for operating expenses (which is what lease costs would be identified as).

Michael confirmed that the resolution to ratify the actions of the Board is a standard request and clause to meet insurance requirements and fulfill corporate responsibility.

RESOLUTION:	Moved by Bill Hanna; Seconded by Tim Philp That the actions of the Board of Directors of the Brant Historical be ratified by the Members of the Society. <b>CARRIED</b>
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## 8. ELECTION OF THE DIRECTORS AND TRUSTEES

Annette Minutillo noted that the Brant Historical Society By Laws provide for appointment of Directors as required at the annual meeting of Members for a two year term with each director eligible to serve no more than three consecutive terms.

As a result Michael St. Amant and Jack Jackowitz will be leaving the Board as they have completed the maximum number of terms. Jack Jackowitz' first meeting as a Board Director was April 12, 2011, with Michael St Amant joining the Board on April 10, 2012. This was a challenging time of staff change, facility inefficiency, and funding shortage. Jack took on the role

of President in May of 2012 and in April of 2014 the Presidency passed to Michael St Amant. Though the Society has experienced significant staffing issues and difficult budgeting decisions, these two men have somehow managed to keep us moving forward. They have given countless hours in active and engaged participation, and have offered considered and innovative suggestions for our next steps. BHS have been very fortunate to have had such tremendously effective hands-on leadership. On behalf of the Brant Historical Society Annette offered sincere gratitude to them both, and presented them each with a gift.

The Board has lost three other members since the last AGM: Christopher Greenlaw resigned last August for personal reasons - at that time no appointment was made by the Board to replace him. Cody Groat went to an academic placement in the UK late in September. The Board appointed Willi Hilgendag as Cody's replacement for the remainder of his term which is complete at this AGM. Finally, Maggie McAdams experienced a work transfer this past December. Her term goes to March of 2018 and Tim Philp has been appointed to the Board as her replacement.

Tim Philp, Bill Hanna, Zig Misiak, and Annette Minutillo each have one year left in their term.

**8.1 CALL FOR NOMINATIONS FROM THE FLOOR (BOARD OF DIRECTORS)**

Annette requested Nominations from the floor - there were none.

**8.2 ELECTION OF DIRECTORS**

Doug Summerhayes and Willi Hilgendag are standing for re-election. In addition, Esther Brouwer and Carolyn Purden have agreed to stand for election to the Board. Annette presented these four - Doug Summerhayes, Willi Hilgendag, Esther Brouwer and Carolyn Purden - for approval by the membership.

<b>RESOLUTION:</b>	Moved by Bill Hanna; Seconded by Tim Philp That the slate of candidates as presented be approved. <b>CARRIED</b>
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**8.3 REPORT OF THE CHAIRMAN OF THE ENDOWMENT FUND**

The Board of Directors of the Brant Historical Society has requested that the Board of Endowment Trustees undertake to amend the Brant Historical Endowment Fund By-Laws (as Amended on March 18, 2009). In order to do so, a two-thirds (2/3rds) vote of the members in good standing is required for approval of this decision. The purpose of the Amendment being proposed is to allow the Board of Endowment Trustees to achieve improved rates of return on restrictive investments which are currently yielding returns below the rate of inflation and inhibit growth of the Endowment Fund. The Trustees have a duty to provide maximum benefit to the Brant Historical Society in line with other similar funds. Ed Pancoe noted that the Fund only made \$3400 last year which is a poor result. Investing with the Brant Community Foundation (as had been suggested two years ago) is not ideal as the BCF simply provides an annual return/dividend without any further access to the capital. Currently the Endowment Fund is managed by an Endowment Board (3) through RBC-DS - this was recently changed from Scotia-Mcleod due to their poor servicing of the account. Ed Pancoe is Chair with Bruce Hill and Ron Birkett, along with Bill Hanna and Michael St Amant. Interest earned on the Endowment Fund goes to the Society for operational costs (appr. \$2300 last year) but if the return increases with less restrictive investing options it may have covered the deficit this year.

**8.4 ENDOWMENT FUND BYLAW**

Ed Pancoe read the Notice of Motion which is to replace paragraph (x) of the Brant Historical Endowment Fund Bylaws which reads:

Investments will be made by the Trustees from the Capital of the Trust in Guaranteed Investment Certificates, Treasury Bills, Government of Canada Bonds and any and all other investments in which the investments are fully insured as to principal and interest.

with the following:

**Endowment Fund Investment Policies Investment Objective:** The primary investment objective of the Endowment Fund is to produce a rate of total return which will permit maximum support for the General Operating Fund of the Brant Historical Society to the extent that is consistent with the following: prudent management of investments, preservation of principal, potential for long-term asset growth, and socially responsible investment practices.

**Investment Guidelines**

Permissible Investments:

Endowment Fund assets may be invested in publicly-traded common and preferred stocks, convertible bonds and preferred stocks, bank common funds, mutual funds and fixed income securities (including corporate bonds and money market instruments), whether interest-bearing or discount instruments, subject to any restrictions hereinafter specified.

Investments and Transactions That Are Not Permitted:

Equity Investments - The following are not permissible investments: common stock in non-public corporations, letter or restricted stock, derivative instruments, initial public offerings, buying or selling on margin.

Fixed-Income Investments - The following are not permissible investments: tax-exempt bonds; bonds, notes or other indebtedness for which there is no public market (private placements); direct placement of mortgages on real property except to the Brant Historical Society to finance the remodelling, construction or purchase of a new building. Options and Futures Transactions are not permitted in futures contracts nor in options contracts of any kind.

**Asset Mix**

The investment objective of the Endowment Fund implies a balanced approach. The following asset allocation guidelines may be modified from time to time by the Endowment Fund Board of Trustees.

	Long-Term Target	Allowable Range
EQUITY	60%	30% to 70%
FIXED INCOME	40%	30% to 70%
SHORT-TERM	0%	0% to 20%

Equity Securities - No more than 25% of the book value of any equity portfolio may be invested in the securities of any one issuer. No more than 20% of any equity portfolio may be invested in the securities of any one market sector.

Fixed-income securities - The fixed-income securities of a single issue or issuer are limited to no more than 20% of the book value of the fixed-income portfolio.

Short-term investments - The quality rating of commercial paper must be at least A-1 as rated by Standard & Poor's, or P-1 as rated by Moody's. Any money market funds utilized must comply with the quality provisions for fixed-income securities or short-term investments.

Foreign Securities - The total value of investments in securities whose issuers are foreign corporations and investments in mutual funds comprised primarily of foreign securities shall be limited to 25% of the assets of the Endowment Fund.

Membership of the Society was confirmed to be 73 as of the AGM, therefore 49 votes in favour of the motion are required. There is no plan for amendments and the Investment Guidelines are the entire document.

Michael called for a ballot count; received 64 ballots in total - 60 in favour, 4 against. The motion is passed.

RESOLUTION:	That changes to the Endowment Fund ByLaw be approved as presented. <b>CARRIED</b>
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**8.5 CALL FOR NOMINATIONS FROM THE FLOOR (TRUSTEES for the Endowment Fund)**

Ed called for nominations from the floor - there were none.

**8.6 ELECTION OF TRUSTEES**

Ed nominated outgoing President Michael St Amant and Jack Jackowetz as the member trustees. A minimum of three members is required; Bruce Hill, Ron Birkett, Michael St Amant and Jack Jackowetz.

RESOLUTION:	Moved by Ed Pancoe; Seconded by Zig Misiak That the slate of candidates as presented be approved. <b>CARRIED</b>
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**9. RESEARCH COMMITTEE**

Jack Jackowetz extended an invitation to those who wish to do research on the history of Brantford and Brant County in areas of interest to join the newly formed research committee. Committee members would write summary pieces or full-fledged documents, in order to make local history more accessible and provide a starting point on subject matter not covered to date. Possible connections to the publication committee and newsletter were identified.

Suggestions included:

- Conduct and transcribed interviews with older members of the community in order to provide background material and time frames that will assist the researcher where to look in the archives.
- Develop and produce a timeline outlining the history of the region so visitors can learn about the history of the area and why people settled here.
- Cover the history of the area since the second world war. The area's contemporary history is not well documented. Gary Muir's two volume history of the 20th-century in Brantford is the most recent collection published in 2000.

Additional subject matter that can be addressed:

- history of ethnic groups in Brantford
- retail developments - downtown, suburban plazas, malls
- developments in the travel industry - food, accommodation, fuel
- history of neighbourhoods
- highways through Brantford / Brant County
- railways of Brantford / Brant County

- schools and high schools and colleges and universities
- cultural organisations
- accomplishments in the sporting world - high school champions, city teams, individuals, notable sporting events that took place in the area
- fires
- growth of civic services
- labour history
- industrial histories - including closures, openings, changes

Jack encouraged attendees to sign up - Jack will contact each person going forward.

**10. OTHER BUSINESS**

- 10.1** Brian Moore presented the upcoming event schedule: Zig Misiak and Walter Gretzky will do their presentation April 5; Veteran of Vimy event at Armories on April 9; Easter Egg Hunt at Myrtleville on April 15; Peter Farrugia speaks about Battle of Vimy April 25, the Walking Tours start April 25; Heritage Excursion on May 2 (Sanderson, Greenhouse, Myrtleville, Ontario Genealogical Society) for \$45/members and \$55/non; May 3 launch of Museum month exhibit with Adelaide Hunter Hoodless partnership and Museum Crawl; Fathers of Confederation Picnic (exhibits, games, etc) on June 17
- 10.2** Doug Summerhayes spoke about the Wall of Honour in the library, noting that amendments have been made to the criteria, such that the Board is looking for nominations to consider with intent to one a year. Intended to recognize people here in the City and the County. Special note to include more women. Staff will create an application form / process and make available.
- 10.3** Bruce Hill noted that money should be directed to reprinting of the book on the Grand River Navigation Company.
- 10.4** Finally, the staff were acknowledged for their hard work and contributions.

**11. ADJOURNMENT - 8:15 pm**

<b>RESOLUTION:</b>	Moved by Tim Philp That the Annual General Meeting be adjourned.
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MS/ am

**SIGNATURES**

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**Chair**

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**Secretary**