

How to: Guidelines for Running a Good AGM



Introduction

The *Co-operative Corporations Act* requires that members come together approximately once a year for an annual general meeting to make decisions related to the business of the co-op, including approval of the financial statements, auditor's report, appointment of the next year's auditor and elect directors to the board. This meeting is required by the Act.

Timeline

1. The board of directors must first pass a resolution that calls the AGM and sets the date of the meeting. The date set for the meeting must provide allow for the board or co-op staff to provide sufficient notice to the members. It must also allow sufficient time for the co-op to get the financial statements prepared and in the case of co-ops that must be audited, to have the auditor's report done.
 - a. The board may also choose to strike an audit committee at this point to work on the audit (see **Chapter 4: Maintaining a Co-op** for more details on the audit process), and a nominating committee to handle the recruitment and vetting of candidates for the board of directors (see **Appendix 4** for more details on the nominating committee).
2. At this time, the board may choose to send out notice of the meeting to the membership according to the notice requirements of the bylaws, and if not specified in the bylaws, according to the Act. This would be an informal date to allow members to set the date in the calendar and help ensure good attendance at the meeting.
3. A formal notice is sent to all the members in the co-op according to the notice requirements of the bylaws. If there are no notice requirements in the bylaws, then notice of the meeting must be sent at least 10 days in advance of the meeting date and no more than 50 days in advance. The notice include the agenda and all associated material, including the financial statements and auditor's report, and in many cases, information on the candidates standing for the board of directors if it is available.
4. An agenda is prepared that outlines the business to be discussed at the meeting, and all associated material for the meeting is gathered (financial statements, auditor's report, information on director elections, past minutes of meetings, documentation, directions to the meeting location, etc). In order to meet the guidelines around notice for both notice of meeting and the provision of audited statements, both of these documents need to be sent to the members a minimum of 10 days in advance of the meeting.
5. The meeting is held on the date specified. The chair or other board members ensure that a quorum of members is present in order to conduct the meeting.
6. The chair opens the meeting and calls the group to order.

Structure and Records of AGMs

Generally, annual general meetings are run fairly similarly to board of directors and general members meetings in that rules of order are followed, and business is conducted by discussing issues and then making decisions where appropriate. Business can only be conducted through decisions made by a quorum of members present at a members meeting. Decisions on particular issues are handled as follows:

- A proposal (or a motion) is introduced – usually listed on the agenda and initially introduced by the chair, with necessary comments or information provided by the member or guest responsible for the item
- A proposal or motion is made in relation to the item
- The motion is discussed, and possibly amended to reflect the discussion
- The membership makes a decision by voting on the motion

See the section in Appendix 5 on how boards conduct business for more information on making motions and dealing with procedural issues.

AGM Agenda

An agenda is a document that outlines the order of events at a meeting and what decisions have to be made or topics have to be discussed. The agenda should be distributed ahead of time (along with any supporting documentation that members should read in order to be educated about a topic that will be discussed) and used as a guide at the meeting. In the case of annual general meetings, it is easy to standardize the agenda because of the requirements around financial statements, auditors and board of directors elections.

Annual General Meeting Agenda

- 1) **The date, time and location of the meeting:** This should be clearly noted at the top of the agenda.
- 2) **Approval of the agenda:** The members are required to make a motion to approve the agenda for the meeting, and the members present vote to approve the agenda. This is done first and provides the opportunity for other items of discussion to be added for discussion.
- 3) **Updates from members:** This is a way for all members present to provide a brief update on what's been happening with them. Although it is not strictly required from a procedural perspective, it does help to foster a team atmosphere by allowing those present to share information with each other.
- 4) **Adopt the minutes of the last meeting:** Adopting the minutes of the last meeting gives the members a chance to review the decisions and discussion of the last meeting and ensure that the information was recorded accurately and that it is complete (see the next section of this appendix for more information on meeting minutes). The adoption of the minutes is done through a formal motion and vote of the members present.
- 5) **Report from the board of directors and senior staff:** The board and senior staff of the co-operative are expected to provide a report on the last year of activities that have been undertaken by the co-op. This is sometimes formalized in hard copy as the Annual Report, but can also simply be a verbal report out to the membership.
- 6) **Review and approval of the financial statements and auditor's report:** The financial statements are reviewed by the membership. Generally, the Treasurer, a member of the audit committee or the auditor will be present to assist in the presentation of the report to the membership and to answer any questions that the members have.
 - a) **Motion required to approve the financial statements:** There must be a formal motion to approve the financial statements and all members must vote.
 - b) **Motion required appoint the auditor for the next year:** The board of directors will present the membership with an option for the appointment of the auditor for the next fiscal period. There must be a formal motion to appoint that auditor. See **Chapter 4: Maintaining a Co-op** for details on how to change auditors if this is required.
- 7) **Election of the Board of Directors:** See Appendix 4 for details on how to handle this section of the meeting.
- 8) **Other business:** This section allows for discussion of items that have come up that were not formally added to the meeting agenda at the beginning of the meeting. Items can be deferred to a later date, discussed at that time or other actions taken, as the membership feels appropriate.
- 9) **Date and time of next meeting:** This is not set by the members at the meeting, but is instead required to have a board resolution calling a meeting.

- 10) **Adjournment:** This formally ends the meeting, and requires a motion from someone at the meeting to adjourn. This concludes the business portion of the meeting and means that the membership can no longer discuss business or make decisions.

Minutes

The minutes of a meeting are the written record of the decisions made at that meeting. Minutes are required by the Act for both board meetings and members meetings and should include:

- The date, time and place of the meeting.
- If it is a board meeting, general members meeting or annual general meeting.
- A list of all those present at the meeting, including any guests that are present.
- The names of the chair and minute taker.
- A note that there was quorum, and a confirmation that all members received the appropriate notice (either by being present when the last meeting date was set or in another way that satisfies the requirements of the co-op bylaws and Act)
- A record of each decision made and how each agenda item was dealt with. In the case of recording decisions, the minutes should detail:
 - The motion presented
 - Names of the mover and seconder
 - Outcome of the vote (carried, defeated or withdrawn)
- In some cases there will be items that are presented as information or for discussion only, and a motion is not required. The minutes should provide a brief outline of the item as discussed.
- Any action items that arise from the discussion or decisions and who is responsible for the action.

The recording secretary of the meeting is usually one of the members or staff people, sometimes the official Secretary of the co-op's board. However, the Board can ask someone else to take on the responsibility of the minutes, who can be another director, staffperson or a volunteer. If the person taking the minutes is not a director, the board may wish to have them sign a confidentiality agreement.

Minutes should be distributed to the membership as quickly after the meeting as possible, and once they are approved at the next meeting, they should be signed and dated by the Secretary and placed in the minute book to become part of the co-op's official records.
