



# **Annual General Meeting Handbook**

**Canadian Beef Cattle Research, Market Development and Promotion Agency**

**August 17, 2021 – Virtual Meeting**

The Annual General Meeting (AGM) Handbook outlines the process and rules concerning the AGM of the Canadian Beef Cattle Research, Market Development and Promotion Agency, known as the Canadian Beef Check-Off Agency, or “the Agency”. Please note the use of Agency Member refers to an Agency Director, and Committee Member will refer to those members who are elected to Marketing Committee, who are responsible for the strategic management of Canada Beef.

## The Agency Members

The 16-Member Agency is elected by the Delegates at the AGM as follows:

- a) eight Agency Members are elected to represent the primary producers of each of the following provinces from among the candidates who are nominated by the provincial cattle association of those provinces:
  - i. Ontario,
  - ii. Quebec,
  - iii. Nova Scotia,
  - iv. New Brunswick,
  - v. Manitoba,
  - vi. British Columbia,
  - vii. Prince Edward Island, and
  - viii. Saskatchewan;
- b) two Agency Members are elected to represent the primary producers of Alberta from among the candidates who are nominated by the provincial cattle association of Alberta;
- c) one Agency Member is elected to represent importers from among the candidates who are nominated by the Canadian Association of Importers and Exporters Inc. (I.E. Canada);
- d) one Agency Member is elected to represent the retail and foodservice sector from among the candidates who are employed in that sector and who are nominated by the Delegates at the AGM, and one temporary substitute Agency Member is to be elected by those Delegates from among the candidates who is to hold office until the next AGM, if the Agency Member who represents the retail and foodservice sector resigns or dies, or to act during any period in which that Agency Member is unable to act; and
- e) four Agency Members are elected to collectively represent the beef and veal processors, traders, brokers and exporters from among the candidates who are nominated by the Canadian Meat Council.

### Agency Member Terms of Office

All Agency Members with terms expiring in 2021 below are up for re-election this year:

Name and Affiliation	Term Ends	Name and Affiliation	Term Ends
<b>Representing Primary Producers (10)</b>		<b>Representing Importers as nominated by I.E. Canada (1)</b>	
Terry Wiebe, BC	2021	Coral Manastersky	2022
Mary Paziuk, MB	2021	<b>Representing Processors, Packers, traders and brokers nominated by the Canadian Meat Council (4)</b>	
Jack Chaffe	2022		
Jeff Smith, AB	2022	Russ Mallard	2021
Doug Sawyer, AB	2021	Mike Kennedy	2022
Chad Ross, SK	2022	Andre Forget	2022
Kirk Jackson, QC	2021	John Curtis	2021
Trevor Welch, NB	2021	<b>Representing the Retail and Foodservice Sector (1)</b>	
Larry Weatherby, NS	2022	Steve Christie	2021
David Francis, PEI	2022	Dennis Burelle ( <i>temporary substitute</i> )	2021

## **Nominations for Agency Members**

In order to be eligible to be an Agency Member, a nominee must:

- a) be either a primary producer (Canadian resident) or industry representative
- b) must be over 18 and under 70 years of age
- c) not personally bankrupt
- d) not be a former staff of Canada Beef, CBEF or BIC
- e) be approved as a nominee by the Governance Committee

The nominating organizations must submit their nominations, on the prescribed form, to the Agency no later than 4:00 p.m. MDT on **July 19, 2021**. The nominating organizations are the provincial cattle associations, the Canadian Meat Council and I.E. Canada.

## **Agency Member Elections**

All individuals nominated for election as an Agency Member must attend the AGM in order to be eligible for election, unless otherwise determined by the Governance Committee.

Elected Agency Members hold the seat in their own right as an individual. While they are nominated by their respective associations, they cannot be removed from this seat by that nominating association. It is the responsibility of the associations to nominate eligible candidates for the seat only.

During the AGM the Governance Committee will:

- present the nominees for Agency Members submitted by the provincial cattle associations, the Canadian Meat Council and I.E. Canada, and approved by the Governance Committee; and
- present the nominees for the retail and foodservice sector, and the nominees for temporary substitute for the retail and foodservice sector received from the Delegates, in the event the Agency Member representing that sector is unable to act.

In the event there is more than one nominee for each position open for nominations, an online election will be held, which may not necessarily be by secret ballot. Where only one individual is nominated to fill each position, the returning officer shall declare the individuals nominated as being elected by acclamation.

The Agency will select an online election platform to conduct the elections. This platform may be used to conduct elections in advance of the AGM through secure voting options, or may be used to conduct elections in real time during the virtual AGM. The election platform will be clearly communicated to the nominating organizations well in advance.

## **Marketing Committee Elections**

The organizations who are eligible to nominate for the Agency Member seats are also eligible to submit nominees for Members-at-Large for the Marketing Committee for a two-year term. At the 2021 AGM, two Member-at-Large positions are up for election.

The Marketing Committee is responsible for the Agency's mandate with respect to the promotion and development of the marketing of beef cattle, beef and beef products through Canada Beef. The Committee is responsible for planning and establishing the strategic, business and operational goals and objectives of Canada Beef and for the overall management and operation of the business and affairs of Canada Beef in relation to those goals and objectives.

In order to be eligible to be a Marketing Committee Member-at-Large, a nominee must:

- a) must be over 18 and under 70 years of age
- b) not personally bankrupt
- c) not be a former staff of Canada Beef, CBEF or BIC
- d) possess skills in one of the following three areas:
  - i. general marketing experience
  - ii. beef/veal marketing experience

- iii. in-market experience
- e) be approved as a nominee by the Governance Committee

The Committee consists of a minimum of eight (8) and a maximum of thirteen (13) Members populated by:

Representing	Selection Method	Current Director	Term Expiry
Canadian Meat Council (4)	Appointed from Agency	Andre Forget John Curtis Mike Kennedy Russ Mallard	2022 2021 2022 2021
I.E. Canada (1)	Appointed from Agency	Coral Manastersky	2022
Retail and Foodservice (1)	Appointed from Agency	Steve Christie	2021
Agency Producers (2)	Elected by Delegates	David Francis Jack Chaffe	2022 2022
Members-at-Large (4)	Elected by Voting Delegates	Helen Langford Becky Bevacqua Hubert Lau Mike Guest	2021 2022 2022 2021
Veal Farmers of Ontario (1)	Appointed by Veal Farmers of Ontario	Jennifer Haley	2021

The nominating organizations must submit their nominations, on the prescribed form, to the Agency no later than 4:00 p.m. MDT on **July 19, 2021**. The nominating organizations are the provincial cattle associations, the Canadian Meat Council and I.E. Canada.

The process to nominate Members-at-Large for the Marketing Committee is the same as for an Agency Member. The appropriate forms will be made available, and deadlines for submission will be identical to the Agency Member nominations. Agency producer Marketing Committee members will be nominated through an Agency Nominating Committee.

As with the Agency Member election, in the event there is more than one nominee for each position open for nominations, an online election will be held during the meeting, which may not necessarily be by secret ballot. Where only one individual is nominated to fill each position, the returning officer shall declare the individuals nominated as being elected by acclamation.

The Agency will select an online election platform to conduct the elections. This platform may be used to conduct elections in advance of the AGM through secure voting options, or may be used to conduct elections in real time during the virtual AGM. The election platform will be clearly communicated to the nominating organizations well in advance.

## Delegates

The AGM is the opportunity for producers and industry stakeholders to provide feedback and comments to the Agency and its Agency Members by being appointed as Delegates to the AGM. Delegates are entitled to nominate retail and foodservice sector candidates to hold office as an Agency Member and as a temporary substitute Agency Member, vote in elections for Agency Members and Marketing Committee Members-at-Large, present resolutions for consideration and vote on resolutions presented at the AGM.

Delegates will be required to sign in to the online meeting with their first and last name to ensure that quorum is met, and to ensure voting integrity.

## Provincial Cattle Associations



As per the Agency's Bylaws, the provincial cattle associations are entitled to appoint Delegates to the AGM in accordance with the following formula based on total Canadian Beef Cattle Check-Off in the chart below.

<b>% of Canadian Beef Cattle Check-Off (2018/19)</b>	<b># of Delegates</b>
<2%	2
2% - 5%	3
5% - 10%	4
10% - 15%	6
15% - 20%	8
20% - 25%	10
>25%	15

The Agency usually pays the reasonable costs of each Agency Member and one Delegate from each of the provincial cattle associations to attend the AGM, which includes travel, one night's accommodation, and meals. With the AGM being held virtually, no expenses will be covered by the Agency for Delegates in 2021.

### Industry Stakeholders

As per the Agency Bylaws, the following beef industry stakeholders are entitled to appoint Delegates:

<b>Stakeholder Organization</b>	<b># of Delegates</b>
Canadian Meat Council	10
I.E. Canada	5

### 2021 Eligible Delegates

<b>Organization</b>	<b># of Delegates</b>
British Columbia	3
Alberta	15
Saskatchewan	8
Manitoba	4
Ontario	4
Quebec	4
New Brunswick	2
Nova Scotia	2
Prince Edward Island	2
Veal Farmers of Ontario	1
Canadian Meat Council	10
I.E. Canada	5
Retail Foodservice Substitute	1
Current Agency Members	16
<b>Total Voting Delegates</b>	<b>77</b>

Only Agency Members and Delegates present online at the AGM are eligible to vote on any question put to a vote at the AGM. Proxies and anonymous attendees are not permitted.

**Representatives who are sitting Agency Members on the Canadian Beef Check-Off Agency as of the opening of the AGM should not be submitted as a part of the association's voting Delegate list.** The number of voting Delegates assigned to each group is on top of their sitting Agency Member. An Agency Member's term expires at the close of the AGM, therefore if an association wishes to have a board nominee or incoming Agency Member vote on elections or resolutions, they must be listed as a voting Delegate.

## Public Participation

The AGM is free and open to all observers. Information can be found on the Agency's website at [www.cdnbeefcheckoff.ca/news/annual-general-meeting](http://www.cdnbeefcheckoff.ca/news/annual-general-meeting).

### 2021 Deadlines

Submit all forms to [tfraser@cdnbeefcheckoff.ca](mailto:tfraser@cdnbeefcheckoff.ca)

Submission	Deadline
Nominations for all available seats	July 19, 2021, 4 p.m. MDT
Submissions of Delegate Appointment Forms	July 19, 2021, 4 p.m. MDT
Submission of Delegate Resolutions	July 19, 2021, 4 p.m. MDT

### AGM Rules of Procedure

1. A more detailed explanation of elections, moving and seconding motions, discussion and voting will follow in the delegate packages expected to be delivered by July 26, 2021.
2. The reference manual used to settle disputes arising from the conduct of this meeting shall be that of "Roberts Rules of Order" except as agreed to below.
3. Visitors shall have the privilege of the floor, at the request of a Delegate or Agency Member and with the approval of the AGM Chair, to provide information or clarification on a matter being considered by the Delegate body.
4. Visitors and non-Delegates do not have voting privileges and cannot move, second or amend motions.
5. The Governance Committee has determined where resolutions should be considered with general resolutions to be debated by the Delegate body and the balance of the resolutions going to the Agency Members or the appropriate committee for consideration.
6. The mover, seconder and anyone speaking to a motion must give his/her name before speaking.
7. After the motion has been moved and seconded, the mover has the first privilege of speaking, followed by the seconder. The mover of a motion has the privilege of closing the debate on the resolution. Any Delegate or speaker other than the mover may speak only once to a resolution.
8. After a motion has been duly moved and seconded and no one speaks in opposition, the vote may be taken without further debate.
9. Each speaker to a resolution shall be limited to three (3) minutes. The AGM Chair will provide a visual signal to indicate a 15 second warning on the allowed speaking time.
10. Delegates wanting debate on a resolution to be closed may ask informally for the "question" to be called or formally move the "previous question." A motion for the "previous question" must be moved, seconded, and carried by a two-thirds majority of the Delegates present and voting.
11. Delegates may submit resolutions for debate by the Delegate body. These resolutions must be submitted in writing to the Agency as per the "2021 Deadlines" on page 6. The Governance Committee reserves the right to determine which resolutions will be debated at the meeting. All resolutions will be distributed in advance of the meeting. Resolutions from the floor will not be accepted.
12. All announcements must be made by the AGM Chair or displayed on the screen.
13. Ensure all devices are set to mute while not speaking.
14. Abusive language or personal attacks will not be tolerated.

## Resolutions Protocols

1. Resolutions to be debated at the AGM would be those proposing a significant change in regulatory, industry or Agency policy or which would have a significant impact on organizational budgets or procedures and may include resolutions regarding planning, budgeting and performance measurements or guidelines.
2. The Agency will prepare the resolutions to be distributed to the Delegates in advance of the meeting. The resolution should be read and shown on the screen. The AGM chair would indicate at the resolution section of the agenda that a resolution has been brought forward, and the resolution would be read. In order to be debated, the proposed resolution must be moved and seconded.
3. At the closing of the resolution submission deadline, the Governance Committee will finalize the grouping, sorting, wording and assignment of the resolutions. They will ensure that resolutions are technically sound, that there is a logical flow to the resolutions and if a resolution is edited, the original intent of the resolution is not lost. When there are resolutions with similar intent they may be combined into one resolution. The Governance Committee reserves the right to reject any proposed resolution which does not fall within the mandate of the Agency.
4. Any discussion or amendments to resolutions will be administered through the virtual meeting platform. This may include such options as a chat function, Q&A function, request to speak/raise hand, or unmute function.
5. Resolutions passed at the AGM are not binding on the Members of the Agency.
6. Resolution voting may not necessarily be by secret ballot.