



CSGA 2020 AGM Summary

For the first time in its 116-year history, the CSGA's annual general meeting (AGM) was held online – a result of the ongoing COVID-19 pandemic.

As the online moderator for the virtual event, Caroline Lafontaine, CSGA's Managing Director for Communications and Client Services, opened the meeting with an overview of how the virtual AGM would work and what to expect when voting on motions and resolutions. Active CSGA members were mailed a voter's card that included a unique control number allowing access to the voting platform within the virtual AGM, and stakeholders were welcome to join the meeting as guests.

Everyone in attendance could use a live "chat" function to share questions and comments with the meeting. Speakers took time throughout their presentations to ask the online moderator to read questions and comments received.

Welcome

Although the 104 members and 51 guests in attendance could not see each other, CSGA president, Jonathan Nyborg heartily welcomed CSGA members and stakeholders to the unprecedented meeting and explained that the complete [2020 AGM presentation](#) is available on the CSGA website.

Jonathan thanked the two meeting sponsors – Cribit Seeds and SeCan. With a virtual AGM comes reduced sponsorship opportunities – no gala, no luncheon, no evenings out – however, thanks to Cribit Seeds, a significant portion of this year's meeting were offset. SeCan, "Canada's Seed Partner", has a long tradition of partnering with CSGA in support of Canadian seed growers and were also able to support this virtual AGM.

With a quorum established, motions to approve the AGM agenda and last year's minutes were opened to the floor for voting and were carried. The meeting was reminded that most of the information outlined in the upcoming reports is included in the [2019-2020 CSGA Annual Report](#) available online.

President's Report

Jonathan reviewed CSGA's five-year Strategic Plan and its success in steering the CSGA forward toward modernization of the Canadian seed regulatory system in partnership with government and our seed sector partners. Four key priority areas in 2019-2020 were highlighted:

1. Establishment of a new National Seeds Organization
2. Continued modernization of CSGA crop / seed certification
3. National occupational standards and a comprehensive professional development program for seed growers
4. Working with CFIA and our industry partners to formally begin the Seed Regulatory Modernization process



Executive Director's Report

Glyn Chancey, CSGA Executive Director, built on Jonathan's key result areas and summarized a broad range of results achieved last year that are outlined in CSGA's 2019-2020 Annual Report.

On the CSGA's Assurance System and Standards, results were reported on enhanced ISO certification and continuous improvement, Circular 6 modernization, and standards development.

On Certification and Technology Modernization, Glyn outlined progress on SeedCert 2.0, the variety profile platform, the Blockchain project and the Professional Development project.

Foreshadowing the AGM discussion on amalgamation and Seeds Canada, Glyn reviewed the implementation of the Seed Synergy White Paper. Specifically, the introduction to members in 2019 of StrategyCorp who developed the Target Operating Model for a new national seed organization, the Seed Regulatory Modernization working group and CSGA's role in working with producer organizations to develop a principles document for value creation discussions.

Financial Report

Glyn then reviewed the 2019-2020 CSGA financial reports and reminded the meeting that the online [AGM presentation](#) includes all these reports:

- Statement of Operations – Revenue
- Schedule of General and Administrative Expenses
- Statement of Operations – Expenses
- Statement of Changes – Net Assets
- Statement of Changes – last 4 years
- Financial Update 2020-21 / 2021-22

Glyn announced he would be leaving CSGA come February 1, 2021 and took a moment to reflect on his five years with the CSGA. He thanked the Board, the Branches, and the CSGA staff, promising members that they are in very good hands, and closed by thanking the members themselves for their ongoing support and investment in a strong future organization for growers and the seed sector.

Auditors

Before turning the meeting over to Kevin Runnalls, Jonathan presented the motion to approve KPMG as auditors for the ensuing year. Voting was opened and the motion carried.

Nominations Report

Kevin Runnalls, CSGA Past President and Chair of the Nominations Committee, reviewed nominations for positions on the CSGA National Board, appointments by Provincial Ministers of Agriculture of Advisors to the Board, Board of Director appointments and Executive Committee members for 2020-2021. The nominations motion was presented for the vote and carried.

Branch Nominees:

- British Columbia: David Wuthrich
- Alberta: Glenn Logan and Scott Horner
- Saskatchewan: Roy Klym and Laurie Wakefield

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- Manitoba: Eric McLean and Ryan Murray
- Ontario: David MacKellar and Dale Connell
- Quebec: André Lussier and Martin Provencher
- Maritimes: Jim Baillie and Peter Boswall

Provincial Ministers of Agriculture Nominees

- Lori Vickers, British Columbia
- Marc MacNaughton, Alberta
- Mitchell Japp, Saskatchewan
- Chami Amarasinghe, Manitoba
- Joanna Follings, Ontario
- Djiby Sall, Quebec
- Peter Scott, New Brunswick
- Steven Tattrie, Nova Scotia
- Steven Hamill, Prince Edward Island

Appointments to the CSGA Board of Directors for 2020 – 2021:

- Joe Rennick of Milestone, Saskatchewan
- Jonathan Nyborg of New Denmark, New Brunswick
- Bryan Harvey of Saskatoon, Saskatchewan

Executive Committee for 2020-2021:

- Joe Rennick of Milestone, Saskatchewan as President
- Dale Connell of Palmerston, Ontario as First Vice President
- Laurie Wakefield of Maidstone, Saskatchewan as Second Vice President
- Djiby Sall of Quebec, Quebec as Provincial Ministry representative
- Jonathan Nyborg of New Denmark, New Brunswick as Past President

2019 Resolutions Report

Kevin continued with the Resolutions Report, a report providing CSGA Board responses to resolutions carried at the 2019 CSGA Annual General Meeting in Whistler, BC. A motion to approve the 2019 Resolutions Report as presented was voted on and carried.

Awards

Typically at the CSGA AGM, distinguished individuals are invited on stage to be presented with the CSGA Honorary Life Award (presented to persons who, by distinguished services to CSGA, have contributed to the betterment of Canadian agriculture) and the Robertson Associate Award (awarded to members who have fulfilled with utmost fidelity and success their obligation to the Association). At this virtual AGM, Kevin read the names of this year's award recipients while attendees saw their pictures online.

2020 CSGA Honorary Life Award

- Jennifer Mitchell-Fetch, Brandon, Manitoba
- Jennifer Seward, Carman, Manitoba
- Tom Fetch, Brandon, Manitoba

2020 Robertson Associate Award

- Calvin Pitura, Domain, Manitoba
- Chris Ens, Reinland, Manitoba
- Rick Rutherford, Grosse Isle, Manitoba
- Terrence Ardell, Vanscoy, Saskatchewan

Biographies of awards recipients are on CSGA's [awards page](#), and they have been invited to the 2021 AGM to be acknowledged in person. Congratulations!

Amalgamation Update

President Jonathan Nyborg, as Chair for this session, reminded meeting attendees that [amalgamation ratification information](#) is available on the CSGA website.

Jonathan took the meeting through an overview of the process leading up to the amalgamation ratification vote currently ahead of CSGA members. He acknowledged that many, including the Board have questioned the wisdom of amalgamation as that there are some fundamental differences between the parties. Some describe it as “boots versus suits.” But Jonathan pointed out there are also similarities, including a passion for seed and the family nature of so many seed enterprises – all sharing the goal of a strong, supportive community.

Jonathan concluded that it was the potential benefits of a Seeds Canada over the risks of the status quo that convinced the Board to recommend the amalgamation proposal: A single, national seed association, rather than five separate organizations, to provide single window regulatory services in a modern, efficient manner and collectively invest the resources required to achieve the best possible outcomes for all.

CSGA negotiated several important elements in the proposed Seeds Canada, including that seed certification occupies a central position in the new organization; that Regional Seed Associations are able to nominate individuals to the Seed Certification Committee; that distance voting on important issues, including the election of directors to the Board, was enshrined; that both English and French are the languages of the organization; that a high-level implementation plan and budget was agreed beforehand to ensure business continuity; and that membership and service fees would be reasonable and proportionate.

The inaugural Board of Directors will be responsible for shaping much of the Seeds Canada transition details, final structure of the organization, and fees outside the grandfather timeframe. It is important also to remember that Seeds Canada amalgamation ratification required a two-thirds majority of the voting members of each organization.

StrategyCorp Overview

Jonathan then asked Chris Loreto of StrategyCorp to take attendees through key elements of the proposed design for Seeds Canada. For more information, the [full ratification package](#) is available on the CSGA website.

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Chris summarized each of the ratification documents and reminded attendees to register for an upcoming [CSGA Town Hall](#). His presentation opened with the governance structure of Seeds Canada and the two key services offered.

1. Member Based Services: Exclusive to members of Seeds Canada, such as communications, professional development programming, and advocacy.
2. Client Based Services: Associated with seed industry regulations and operations (e.g., seed crop certification, Registered Seed Establishment accreditation, and training for seed quality assurance activities) and non-seed services such as organic certification.

Board of Directors

Regarding the Board of Directors, Seeds Canada will have directors from seven regions (BC, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Atlantic) and also have directors from the seed sector value chain (developers, growers, trade, testing.) The Board will be elected by Business Class Members of Seeds Canada. All Business Class Members will be entitled to cast a ballot, in person at an AGM, or through an electronic or mail-in ballot. Photos of the 15-member Inaugural Board of Directors were presented to the meeting.

Committee Structure

Seeds Canada Seed Certification Committee structure was also outlined. It will consist of a Chair of the Committee (Roy Klym of Saskatchewan on the inaugural committee), 10 Committee members, one from each of Seeds Canada's seven regions, and three appointed by the Board based on the value chain, skills, knowledge, and experience required by the Committee.

Regional Representation

The Seeds Canada General By-law will establish a procedure and timeline to enable CSGA Provincial Branches to become affiliate organizations of Seeds Canada through an affiliation agreement (to be known as Regional Seed Associations). Seeds Canada would confer a Business Class Membership to the affiliating provincial branch, collect and remit an administration fee as set by the affiliating branch, and appoint the Association's nomination for a regional position on the Seed Certification Committee.

Implementation

A Seeds Canada Implementation Plan has been developed that will be actioned once all organizations have held successful votes. This Plan includes 11 key implementation categories, from governance to regulator engagement, with more than 160 implementation activities to be completed pre- and post-amalgamation. Execution of the Implementation Plan will involve current staff along with the Seeds Canada Inaugural Board of Directors.

CSGA Directors' Amalgamation Perspectives

Five members of the Board – Scott Horner from Alberta, Roy Klym from Saskatchewan, Eric McLean from Manitoba, Dale Connell from Ontario, and André Lussier of Quebec – took turns addressing commonly asked questions on the proposed amalgamation.

Members' questions and comments on the amalgamation received online included the difference between Business and Professional Class memberships, the importance of regions nominating directors and how the Seeds Canada Board will rationalize membership and client service fees.

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Members' 2020 Resolutions

Kevin Runnalls, Past President and Chair of the Resolutions Committee, then took attendees through members' 2020 resolutions. Members were invited to submit resolutions via email ahead of the meeting. The [seven resolutions received](#) are available online and, along with some of the discussion, are summarized below.

Resolution 1: SWOT Analysis

WHEREAS, this is the most important decision in the entire history of the CSGA, and the resulting change in scope, size and culture of the new organization will have more significant consequences on growers (the only organization named in the Seeds Act) than any of the other organizations; and

WHEREAS the Board and staff in their due diligence will have studied this final agreement from all aspects and performed a SWOT analysis including but not limited to membership, governance and costs; and

WHEREAS with every venture, there are opportunities but there are ALWAYS risks and consequences, and therefore the members are entitled to all the information, pros and cons, to make a more informed decision

THEREFORE BE IT RESOLVED that the CSGA immediately include their complete SWOT (Strengths, Weaknesses, Opportunities, and Threats) analysis of the new seed organization on their membership-only website to help members make a more informed decision.

Moved by Carl Bolton; Seconded by Roy Klym

Discussions included a recent decision by the CSGA Board to include a SWOT Analysis, which summarizes Board considerations before recommending amalgamation to members in the CSGA's member communications and engagement plan, including the Town Halls.

The resolution was carried by a vote of 80 to 15.

Resolution 2: Website Forum

WHEREAS COVID-19 has disrupted our world and made communication and dialogue more difficult for members to follow the pros and cons of the merger; and

WHEREAS CSGA has always been an open and transparent organization and promoted open and respectful discussion; and

WHEREAS currently the CSGA website and links provide the reasons to move forward with the merger but does not indicate any concerns or contrary points of view in order for the members to make a fully informed decision

THEREFORE BE IT RESOLVED that, as the CSGA website and links only provide the complimentary viewpoint for the merger, the CSGA immediately provide an interactive forum on their members-only website for members with different viewpoints and concerns about the proposed merger so that all members can make a more fully informed decision.

Moved by Carl Bolton; Seconded by Roy Klym

Discussions included a recent decision by the CSGA Board to ensure that CSGA's interactive online tools, such as *Seed Talk*, are used for members' dialogue on the pros and cons of amalgamation.

The resolution was carried by a vote of 79 to 11.

Resolution 3: Fiscal Clarity – Fiduciary Responsibility

WHEREAS, with the possible demise of the CSGA, CSGA members require complete financial information in order to make a knowledgeable decision about amalgamation; and

WHEREAS the current financial statements of CSGA show assets of \$2.9 million and a \$410,000 deficit in the current year; and

WHEREAS there has been no explanation of where all the assets will go, how much is coming into "Seeds Canada" from the five potential amalgamating associations individually; and

WHEREAS Item No. 7 of the proposed Amalgamation Agreement states that "Each Party has made full and complete disclosure to the other Party of its assets and liabilities"

THEREFORE BE IT RESOLVED that all CSGA members receive current and accurate financial information from all the potential "Seeds Canada" amalgamating associations as part of the Ratification package from CSGA prior to the merger vote.

Moved by Ed Lefsrud; Seconded by Heather Kerschbaumer

Discussions included a suggestion that amalgamating organizations could post financial positions on the [Seed Synergy website](#).

The resolution was carried by a vote of 61 to 33.

Resolution 4: Future Fiscal Expectations

WHEREAS with the possible demise of the CSGA, CSGA members require complete financial information in order to make an informed and knowledgeable decision; and

WHEREAS from the list sent to Seed Growers "5 things Seed Growers Need to Know", Item No. 5 states that fees will not change for the next 2 years, and this statement is inadequate for CSGA members to make informed decisions for the more important subsequent 3 years and beyond; and

WHEREAS the Business Plan "Projected Financial Position of Seeds Canada" has two additional years of financial revenue and expense projections; and

WHEREAS there has never been any indication that there would be (or should be) cost/ financial savings by amalgamating these 5 associations and therefore fees could be reduced

THEREFORE BE IT RESOLVED that all CSGA members receive current and accurate financial information listing potential benefits and liabilities (including anticipated future fees/costs) that all CSGA members can expect over at least the next 5 years.

Moved by Ed Lefsrud; Seconded by Heather Kerschbaumer

Discussions included a reminder that the ratification package for Seeds Canada, especially the Business Plan, outlines financial forecasts to 2024, anticipated fees in 2021 and cost recovery policy guidance for the new Board.

The resolution was defeated by a vote of 44 to 49

Resolution 5: Governance Representation

WHEREAS the majority of CSGA members are small to mid-sized independent seed growers often with vertical business integration, that are dealing with regulatory burdens that are oriented to larger seed businesses; and

WHEREAS these small to mid-sized businesses take heavy production risks, yet produce the most bushels of seed on the most acres, and pay the majority of the organizational fees; and

WHEREAS the CSGA is to act in the best interests of its members; and

WHEREAS the current proposed structure on the new Seed Organization's Board of Directors does not guarantee that the majority of members will be represented because small to mid-sized independent growers are NOT guaranteed a majority of seats on the Board

THEREFORE BE IT RESOLVED that ratification of a new seed organization should be rejected unless the majority of seats (at least 8 out of 15, and/or 6 out of 11, or any other future alternation to seat structure) are guaranteed as reserved for these small to mid-sized independent seed growers on the new seed organization's Board of Directors.

Moved by Lyndon Stoll; Seconded by Sarah Weigum

Discussions included a reminder that the proposed inaugural Board of 15 has seven (7) regional directors, and one (1) seed grower value chain director.

The resolution was defeated By a vote of 42 to 50

Resolution 6: Nomination Process

WHEREAS the CSGA is considering amalgamation with CSI, CSTA, CSAAC and CPTA; and

WHEREAS in the ratification package under By-law 5.6 – Nomination Process, it states that the Board of the new NSO or the Governance and Nominating Committee shall develop the process to determine who is eligible to be nominated to be a Director. It is not a question of if, but when, an abuse of power by the existing Board will

happen. The existing Board, or the Governance and nominating committee who is picked by the Board, will have the authority to pre-approve a list of Director nominees; and

WHEREAS yes, the membership will vote for Directors, but they only have a choice of candidates that the existing Board has selected. If the Board has a specific agenda, they may approve only the candidates that share their point of view, even if the membership disapproves

THEREFORE BE IT RESOLVED that the Board or the Governance and Nominating Committee shall only be allowed to provide a biography of possible candidates, but will not be allowed to make recommendations on any possible candidates.

To accomplish this, the Bylaws will need to be revisited and the ratification process will have to be reanalyzed. CSGA needs to present this revision of the By-laws to the NSO before proceeding with any amalgamation.

Moved by Ron Markert; Seconded by Norman Lyster

Discussions included a reminder that to accomplish Resolution # 6, Seeds Canada's proposed By-laws would need to be revised, the amalgamation ratification process reconsidered and, before proceeding with ratification, the proposed revision of the By-laws presented to the other amalgamating organizations.

The resolution was carried by a vote of 52 to 42.

Resolution 7: Governance

WHEREAS the CSGA has a long history of open and transparent governance with a belief of science and facts being core to its governance and culture. This has stood well the test of time and adversity of its views on improving its members, the seed industry and the commercial agricultural sector. It has been the bedrock of the credibility that the seed system has had with members, farmers and governments; and

WHEREAS there is an almost panicky sensation that the push by the CSGA Board of Directors (BOD) is to have an amalgamation penned quickly and yet with no supporting information other than hopes and calls of motherhood and apple pie to cling to for information. And yet from this, members are meant to make a decision of monumental and irrevocable proportions. This, combined with an enforcement of silence regarding any concerns that any of the CSGA BOD may continue to have, leaves a cold chill on the relationship the CSGA BOD has with its members. Particularly cold when the major objective being proposed by amalgamation is having a greater voice; and

WHEREAS sound business and risk management dictates a thorough understanding of the environment one is in, or anticipating being in. Certainly, the governance, regulatory, structure and credibility of the entire system falls solidly within these parameters. An element of skepticism is highly warranted in such a situation, and the more so when information is known to be withheld

THEREFORE, be it resolved that the CSGA BOD remove all the impediments to having the full discussion for all to engage in and hear. This would include all members, staff, and the BOD. The need is for:

- Weaknesses and threats, as well as opportunities and strengths to be discussed.

- The Town Hall Meetings must include representation from both sides, and all town hall meetings to be recorded and archived in their entirety, for easy review by all members.
- A web presence provided for opposing views for concerns or questions to be discussed from both sides.
- The information that the discussion has been broadened on both electronic and hard copy need to be sent to members by July 15th

Moved by Norman Lyster; Seconded by Ron Markert.

Discussions included a recent decision by the CSGA Board to address all the above recommendations.

The resolution was carried by a vote of 49 to 44.

Closing

Outgoing President Jonathan Nyborg thanked past president Kevin Runnalls for the determined enthusiasm that he brought to the Board and Executive Committee and promised to mail his retiring director's plaque. He also thanked meeting organizers and especially all who took the time to participate in this virtual AGM.

Incoming President Joe Rennick accepted the virtual gavel of President from Jonathan. Joe asked members to consider the amalgamation ratification package seriously and to cast an informed and confident vote by August 27.

Joe wished all CSGA members and those they serve a good harvest and a return to good health and normalcy. Together we are stronger.

A motion to adjourn the 2020 CSGA AGM was then passed.