



MINUTES

CSGA 116th Annual General Meeting

Tuesday, July 7, 2020, 12:00pm ET

CSGA President Jonathan Nyborg welcomed 104 members and 51 guests to the 116th Annual General Meeting (AGM) of CSGA, confirmed quorum and thanked meeting sponsors, Cribit Seeds and SeCan. The Agenda for this first virtual annual meeting was reviewed and J. Nyborg explained that a complete 2020 AGM presentation is available on the CSGA website.

C. Lafontaine, CSGA's Managing Director of Communications and Client Services and online meeting moderator, outlined how this first virtual AGM would work. Active CSGA members have already received a unique ID number to access the voting platform. Guests were welcomed to the meeting and all participants were invited to use the online "chat" function to share questions and comments.

Agenda Approval

Motion to approve the 2020 AGM Agenda as presented to the membership.

Moved by Dave MacKellar; Seconded by Joe Rennick

Dave MacKellar moved, and Joe Rennick seconded, approval of the following Agenda for this CSGA Annual General Meeting (AGM).

CARRIED

1. Opening Remarks
2. Approval of the Agenda
3. Approval of the SGM and 2019 AGM Minutes
4. President's Report
5. Executive Director's Report
6. Financial Report
7. Approval of the Auditors
8. Nominations Report
9. 2019 Resolutions Report
10. Awards
11. Amalgamation Update
12. 2020 Resolutions
13. Adjournment



Approval of the 2019 Annual General Meeting Minutes and February 2020 Special General Meeting Minutes

Motion to approve the Minutes of the 2019 Annual General Meeting in Whistler, BC as presented to the Membership. Moved by Scott Horner; Seconded by Dale Connell.

S. Horner moved, and D. Connell seconded, approval of the Minutes from the 2019 Annual Meeting in Whistler, BC, as presented to the Membership. **CARRIED**

Motion to approve the Minutes of the November 2019 Special General Meeting of Members in Saskatoon, Saskatchewan as presented to the Membership. Moved by Scott Horner; Seconded by Dale Connell

S. Horner moved, and D. Connell seconded, approval of the Minutes from the November 2019 Special General Meeting of Members in Saskatoon, Saskatchewan, as presented to the Membership. **CARRIED**

Motion to approve the Minutes of the February 2020 Special General Meeting of Members in Saint Hyacinthe, Quebec as presented to the Membership.
Moved by Scott Horner; Seconded by Dale Connell.

S. Horner moved, and D. Connell seconded, approval of the Minutes from the February 2020 Special General Meeting of Members in Saint-Hyacinthe, Quebec, as presented to the Membership. **CARRIED**

President's Report

After acknowledging past and honorary presidents, Honorary Life and Robertson Associate awards members, CSGA President Jonathan Nyborg asked members for a moment of silence to remember seed growers who passed in 2020. He then reviewed the five Key Result Areas (KRAs) of CSGA's 2017-2023 Strategic Plan and their importance in positioning CSGA in a leadership role, not only in areas of traditional strength, such as seed crop certification, but in the full range of important seed sector issues.

These KRAs provide the framework for CSGA's 2019-2020 Annual Report (available online) which provides the framework for Executive reports at this AGM and a clear picture of CSGA priorities, financial position and 2019-2020 results.

J. Nyborg concluded by highlighting four key CSGA priority areas in 2019-2020 and thanking all who had helped, during his tenure as President, steer CSGA towards modernization of the Canadian seed regulatory system in partnership with government, seed sector partner organizations and seed growers.

The four key priority area in 2019-2020 were:

1. establishing a new national seed organization
2. continued modernization of CSGA Crop / Seed Certification

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3. national occupational standards and a comprehensive professional development program for seed growers
4. working with the Canadian Food Inspection Agency (CFIA) and seed sector partners to formally begin the Seed Regulatory Modernization process

Executive Director's Report

Using KRAs from the Strategic Plan, Glyn Chancey, CSGA Executive Director, summarized a broad range of results achieved last year that are outlined in CSGA's 2019-2020 Annual Report.

Highlighted results included the following priority areas:

Assurance System and Standards

Continuous Improvement

An essential element of CSGA's ISO-certified quality management system (QMS), it was enhanced in 2019 to now include all aspects of CSGA: certification, standard setting, and member services. Improvements in 2019 to information management and technology (IM/IT) systems included the online Members' Area to increase efficiency and access for members to appraisal data, variety descriptions, applications, and certification data as well as reinforced varietal purity and genetic identity monitoring controls which improve CSGA's tracking and CFIA's oversight of crops planted with potentially problematic parent seed.

Circular 6 Modernization

Completed in 2019 was the multi-year modernization review of CSGA's *Regulations and Procedures for Pedigreed Seed Crop Production* (Circular 6). This involved seed sector value chain consultations and standards changes recommended by crop-specific seed sector working groups. The entire user interface for Circular 6 was upgraded in 2019 and now includes an online search tool to quickly access specific certification standards.

Standards Development

In response to member and client requests, a Hybrid Corn standards working group was formed, standards were introduced for hybrid mustard crop certification, and work began on guidelines for non-traditional hemp seed crops which complimented the work of AOSCA and the Canadian Hemp Trade Alliance (CHTA) on feminized hemp seed (FHS) certification.

Certification and Technology Modernization

SeedCert 2.0

SeedCert is an end-to-end digital platform that enables Canada's seed crop certification system with end-users who range from growers to CFIA to inspection services to variety developers and distributors. SeedCert 2.0 modernization could expand CSGA's current 'info hub' (SeedCert 1.0) to provide cost-effective end-to-end digital seed traceability to support a broad range of business models. Potential advantages include enhanced recognition of existing Quality Management

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Systems (QMS), red tape reduction, more reliable data records, strengthened data security, enhanced transparency and safety assurance, increased QMS resilience, threat protection and support for small and medium enterprises.

Variety Profile Platform

The Variety Profile Platform (VPP) is a foundation example of the Synergy White Paper's 'Single Window' access to regulatory services. Variety-specific information is currently held in data silos across multiple organizations and websites. A VPP would provide a single-window approach for accessing that information. A two-day Variety Profile Platform workshop in June 2019 with government and agri-food sector stakeholders created an initial blueprint on which the VPP can be developed. Potential plans include enhanced distributed ledger traceability, single-window access to services and digital end-to-end certification.

Blockchain

At the 2019 CSGA Annual Meeting, the OECD Global Blockchain Policy Forum and the technical working group of the OECD Seed Schemes, CSGA shared with members, government regulators and other seed certification authorities, lessons learned from its 'farm-to-fork' Identity-Preserved Soybean Blockchain Pilot Project with *Grain Discovery* in 2019. CSGA explained how blockchains and other distributed ledger technologies (DLT) work, their potential practical value in the seed sector and current examples of 'smart contracts'. Work in these areas was slowed in July 2020 as focus shifted to the National Seed Organization project and resources were reallocated.

Professional Development

Currently in Year 2, a three-year professional development project will provide the seed sector with modern learning materials to support on-the-job training and seed grower quality management systems development. In 2018, experienced seed growers helped develop practical national occupational standards which provided the foundation for launching curriculum frameworks and development of online eLearning modules in 2019.

Seed Synergy White Paper Implementation

National Seed Organization

At the 2019 CSGA-CSTA Annual Meeting, the Seed Synergy Oversight Committee (OC) introduced the StrategyCorp (SCI) consultants responsible for developing the Target Operating Model for an industry-led, government-enabled National Seed Organization (NSO). SCI outlined plans for fall data collection, winter consultations with members and the development of an amalgamation proposal by spring 2020.

Seed Regulatory Modernization

Members supported Board decisions in 2019 to actively engage in the Seed Regulatory Modernization working group of the Seed Sector Value Chain Round Table, tasked with developing

recommendations to CFIA, research papers and member surveys to support development of policy positions.

Value Creation

In discussions of end point versus trailing royalties in 2019, the CSGA Board confirmed its preference for the trailing royalty model but also strongly supported continued engagement with producer groups to build consensus. CSGA's past president, as CSGA's Canadian Federation of Agriculture Board representative and Chair of their Seed Innovation Committee, supported efforts to coordinate CFA policy positions with the Grain Growers of Canada, the Canadian Seed Trade Association (CSTA) and the Canadian Plant Technology Agency (CPTA) to develop a principles document with common terms of reference for producer organizations and the seed sector.

Financial Report

G. Chancey, CSGA Executive Director, then reviewed the following 2019-2020 CSGA Financial Report and reminded members that these reports were available in the AGM presentation (available online).

Statement of Operations – Revenue

Fee revenue relative to the previous year remained stable. Interest and other revenue were higher in 2019-2020 while membership fees and acreage fees were slightly lower.

Schedule of General and Administrative Expenses

Actual expenses in 2019-2020 were substantially less than budgeted expenses due to a mid-year CSGA Board decision to defer planned investments in CSGA systems modernization in order to focus on the Seed Synergy amalgamation project. Note those Seed Synergy expenses were separated by our Auditors out of actual General Administrative Expenses.

Statement of Operations – Expenses

Overall operational expenses in 2019–2020, as well as Seed Synergy Collaboration Project expenses tracked closely to those in 2018– 2019. Core salary costs increased approximately 14% as a result of implementing an independent compensation review commissioned by the CSGA Board. Technical and data development, Contracted Services and Publicity were much lower than budgeted due to shift in priorities mid- year to amalgamation. Director travel was higher than budgeted due to a significant increase in the number of meetings – driven mainly by amalgamation. Data Processing was higher due to tornado risk which accelerated back-up capacity development. Amortization was lower due to the decision not to move forward with planned investments in technology. Most other expenses remained comparable.

Statement of Changes – Net Assets

The association's net assets have an operating reserve ratio of 60.74% (available net assets over total expenses). This ratio is equal to 75.51% when third party expenses that flow through CSGA are taken into consideration (Branch fees paid out, and CFIA inspections). These ratios are down slightly

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from 2018–2019 levels of 61.08% and 9.86% respectively but are still very healthy. As a result, the association has the financial ability to fund future programs and support its mission. However, continued high levels of investment in the Seed Synergy Collaboration Project are not sustainable without additional transitional revenues. A temporary fee increase to fund this work was approved for 2020–2021, for up to three years, subject to annual review. It is expected to bring in an additional \$500,000.

Statement of Changes – Last 4 Years

CSGA’s core budget has increased over the last four years as have the quality and value add of the services that it provides through SeedCert. The most significant expenditure increase is related to the Seed Synergy project and more recently the National Seed Organization (NSO) component (Average of \$500K per year and more in 2020.) Hopefully the new normal will be a national seed organization that provides single window seed certification and other services outlined in the White Paper. To get there will take years of hard work incremental to basic seed certification responsibilities. Long term sustainability requires a willingness to invest in innovative and sustainable business solutions. CSGA’s reserves are higher than our contingency reserve requirement (1.5 Million) and there will be a windfall in 2021-2022 without a fee reduction pension plan investment or both. Pension plan has been assessed continuously for last two years and advice received is “hold the course”.

Financial Update 2020-21 / 2021-22

The present fiscal year budget development process was reviewed and updated, from the initial Budget 2020-21 (February 2020) through the Forecast Update (May 2020) and current Scenarios (July 2020) and considerations.

Executive Director Reflections

With his departure in February 2021 announced, Glyn reflected on his five years as Executive Director with the CSGA and thanked the Board, Branches and staff. He was pleased with how our Board has assumed leadership in the amalgamation process and how our Branches and National have come together. He was also impressed with the advancement in our technology, in CSGA modernization and the dramatic improvement in service to members and the progress on professional development. Most of all he was pleased with and proud of the CSGA staff. He assured members that, regardless of the ratification outcome, CSGA is in very capable hands and thanked members for their ongoing support and investment in personnel and systems to build a shared vision for the future.

Members’ Questions and Comments

J. Nyborg moderated an online session of members’ questions and comments on the financial reports.

Questions and Answers included:

- Q: How much was CSGA’s share of StrategyCorp costs? A: \$125K

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- Q: Do members approve CSGA's financial report? A: (from the AGM parliamentarian): Under the Canada Not-for-profit Corporations Act, the Board of Directors approves financial reports.
- Q: After amalgamation, where does the CSGA surplus go? A: Under amalgamation, all assets and all liabilities of all the amalgamating organizations go into Seeds Canada.

Approval of the Auditors

As advised by the CSGA Audit Committee, the Board recommends appointment of KPMG as auditors of the Association for the ensuing year at the remuneration set by the Board of Directors.

Motion to appoint KPMG auditors of the Association for the ensuing year at the remuneration to be set by the Board of Directors. Moved by André Lussier; Seconded by Roy Klym **CARRIED**

Nominations Report

The following Nominations Committee Report was presented by Kevin Runnalls, Past President and Chair of CSGA's Nominations Committee.

Elected by Branch members as Grower Directors on the CSGA Board

- British Columbia: David Wuthrich
- Alberta: Glenn Logan and Scott Horner
- Saskatchewan: Roy Klym and Laurie Wakefield
- Manitoba: Eric McLean and Ryan Murray
- Ontario: David MacKellar and Dale Connell
- Québec: André Lussier and Martin Provencher
- Maritimes: Jim Baillie and Peter Boswall

Nominated by Provincial Ministers of Agriculture

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

Appointed to the CSGA Board of Directors for 2020-2021

- Joe Rennick, Milestone, SK
- Jonathan Nyborg, New Denmark, NB
- Bryan Harvey, Saskatoon, SK (note: appointed as an Advisor)

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CSGA Executive Committee for 2020-2021:

- Joe Rennick, Milestone, SK: President
- Dale Connell, Palmerston, ON: 1st Vice President
- Laurie Wakefield, Milestone, SK: 2nd Vice President
- Djiby Sall, Quebec, QC: Provincial Ministry rep.
- Jonathan Nyborg, New Denmark, NB: Past President

Motion to approve the 2020 Nominations Report as presented to the membership to elect the nominees identified to the CSGA Board of Directors.

Moved by Peter Boswall; Seconded by Glenn Logan

CARRIED

2019 Resolutions Report

CSGA's responses to each of the three Resolutions supported by members at the 2019 AGM were presented by Kevin Runnalls, Past President and chair of the Resolutions Committee.

Motion to approve the Resolutions Report as presented to the membership.

Moved by Jim Baillie; Seconded by Eric McLean

CARRIED

Awards

The following 2019-2020 CSGA awards recipients were announced by Awards Committee chair, K. Runnalls:

- Robertson Associate Award
 - Calvin Pitura, Domain, MB
 - Chris Ens, Rhineland, MB
 - Rick Rutherford, Grosse Isle, MB
 - Terry Ardell, Vanscoy, SK
- Honorary Life Award:
 - Jennifer Mitchell Fetch, Brandon, MB
 - Jennifer Seward, Carman, MB
 - Tom Fetch, Brandon, MB

In addition to recognition on CSGA's website and at this AGM, these distinguished recipients have agreed to be recognized in personal presentations at the AGM in 2021.

Amalgamation Update

J. Nyborg, who with Roy Klym of Saskatchewan represented CSGA in amalgamation negotiation, chaired this session which included:

- Amalgamation Overview – by J. Nyborg;

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- Amalgamation Nuts and Bolts – by Chris Loreto of StrategyCorp; and
- Perspectives on Amalgamation – by five CSGA Directors
- Members’ Questions and Comments on Amalgamation

Amalgamation Overview

Important recent trends in the Canadian seed sector include technological change, the downloading by government of regulatory activities not directly related to human health and safety and the growing separation of urban consumers from their food production system. Alternative service delivery of seed crop inspection was thrust upon the seed sector in 2014 without prior discussion and the upcoming “seed regulatory modernization” has been described by the CFIA as a “once-in-a-generation” opportunity for a holistic review of Canada’s seed regulatory framework which includes discussion of a single national seed organization. By 2016, after extensive discussions with members and the sector, CSGA completed a Strategic Plan with priorities that included modernization and preparations, with seed sector partners, for discussions with CFIA on a next generation seed system.

J. Nyborg reviewed the extensive consultation process, especially with regional Branches, and the many factors considered by the CSGA Board in reaching its decision to recommend amalgamation. CSGA negotiated inclusion of measures to ensure that Seeds Canada benefited from strong regional representation; that seed certification occupies a central position; that Regional Seed Associations nominate individuals to the Seed Certification Committee; that distance voting is required on important issues, including election of directors to the Board; that both English and French are the languages of Seeds Canada; that an implementation plan and budget was agreed beforehand to ensure business continuity; and that future membership and service fees would be reasonable and proportionate.

Potential for conflict of interest between the regulatory and advocacy mandates of Seeds Canada has been a concern for some but this can be managed through a formal agreement with the CFIA and amalgamating partner organizations did commit in the White Paper to a strong regulatory system. J. Nyborg acknowledged that many, including the Board, questioned the wisdom of joining with the seed trade as there are some fundamental cultural differences which some have described as “Boots versus Suits.” But he pointed out that there are also strong similarities, including a passion for the important role of seed and the family nature of many seed enterprises that are strong community supporters.

For some, this is a very difficult decision. Founded in 1904, the CSGA has a proud 116-year tradition of serving Canadian agriculture. To suggest it should no longer exist as a separate entity does not come easily. Others recognize that times have changed and that seed growers could be better off by joining forces with seed sector partners.

Much will depend on the many familiar faces and talented directors on the inaugural Board of Seeds Canada and ongoing advice from an experienced, dedicated and professional staff. Much will also depend on the members of Seeds Canada and their commitment to building a world class organization.

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If only 10% of the over 2,500 grower businesses become members, they will be a driving force in the new organization.

In the final analysis, it was the potential benefits of a Seeds Canada over the risks of the status quo that convinced most directors: 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.

It is the fiduciary duty of CSGA Board Directors to make decisions in the best interest of this non-profit organization and its stakeholders. After much soul-searching, the CSGA Board decided the proposed amalgamation plan was sound and to put this to a vote of the members. Jonathan reminded members that they have no such obligation to the CSGA and can vote in their own interest. They were encouraged to read the ratification package, consider the pros and the cons of amalgamation, engage with other seed growers online or at Town Halls to learn more, and vote.

Amalgamation Nuts and Bolts

Chris Loreto of StrategyCorp outlined key elements of how the proposed Seeds Canada would work with a reminder that the complete ratification package of Seeds Canada documents is available on the CSGA website as well a calendar of CSGA Town Halls for members' questions, comments and dialogue on amalgamation.

The key service categories of Seeds Canada will be Member-based services such as communications, professional development programming, and advocacy, and Client-based services associated with seed industry regulation or operation such as seed crop certification, Registered Seed Establishment accreditation, training for seed quality assurance activities and non-seed services such as organic certification.

On fees, C. Loreto explained that those grandfathered into Seeds Canada will pay the same total amount of fees that they paid in the most recent fiscal year to the amalgamating associations/organizations of which they were members. For current CSGA members, if a seed farm is grandfathered in as a Business Class Member, they will pay \$240 for that membership. If that seed farm is a member of another amalgamating organization, they would also pay the fee(s) of that organization.

Chris also explained that, as long as amalgamation ratification is supported by two-thirds of the voting members of each organization, then a high-level Implementation Plan will be actioned that includes more than 160 implementation activities, from governance to regulator engagement, to be completed pre- and post-amalgamation.

Perspectives on Amalgamation

Five directors from the CSGA Board form a panel and addressed some commonly asked questions on the proposed amalgamation.

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Panelist: Scott Horner (Alberta)

What new opportunities will Seeds Canada provide for seed growers?

- To do more. To have the focused resources of the entire sector aligned behind key seed grower priorities.
- To gain an advocacy voice - CSGA is a regulatory body, it has no advocacy mandate - gaining a strong, coordinated advocacy voice will benefit growers

What risks does Seeds Canada pose for seed growers?

- Change is hard, fear of the unknown and fear of loss is what can cripple the process.
- Many seed growers fear they will lose their role in delivery of seed crop certification and that seed growers will lose their voice. There is also the risk of increased fees.

Assuming the amalgamation vote is positive, what work needs to be done to ensure the historic launch of Seeds Canada is a success?

- To invest in team building and a significant onboarding program that informs everyone of the Seeds Canada mandate and builds consensus around how to achieve it. It is critical at the outset that the new board, staff and ED all have an accurate understanding of the responsibilities and priorities each of the individual associations.

Panelist: Roy Klym (Saskatchewan)

What new opportunities will Seeds Canada provide for seed growers?

- Efficiencies that are possible by leveraging technology to the certification services under a single organization.
- Access to a much larger networking community to identify and develop new and innovative business opportunities if the Seeds Canada board embraces all eligible members.

What risks does Seeds Canada pose for seed growers?

- An increase in the fee structure of grower members to carry a larger portion of Seeds Canada operating budget. If a large portion of growers decide to become clients thereby reducing member numbers, the service entry fee portion of certification will have to increase to pay for the rest of the organization.
- A reluctance of the Seeds Canada board to recognize the important contributions of the grass roots members.

What needs to happen with Seeds Canada to ensure that it is a positive force for independent seed growers?

- Seeds Canada will need to prove within the first year that it is providing “Real Value” for the money spent by grower members on membership.

Panelist: Eric McLean (Manitoba)

What new opportunities will Seeds Canada provide for seed growers?

- The immediate benefits will be in the areas of communications (ability to converse frankly, and build cohesion), project development (both sides of the story will be heard early before wrong paths are chosen), marketing (more effective due to improved communications and the value of seed and seed products becomes entrenched), and advocacy (regulators and analysts will now have the ability to craft unified messaging).

What risks does Seeds Canada pose for seed growers?

- If Seeds Canada fails to provide value to members while fees are adjusted to accommodate the new organization growth then small enterprises (whether they are growers, industry, or service) will not be happy. Seeds Canada must ensure transparent workings with excellent communications to its members to be able to prove it is doing the best possible to grow and excel the Canadian Seed Industry.

Why should seed growers have confidence in the proposed Seeds Canada Board of Directors to balance the interests of large and small businesses?

- Most people would agree that marriages are one of the ultimate unions. As such they require constant attention and communication to ensure success. A successful union also requires that each partner looks out for the other. All inaugural Seeds Canada Directors have the goal of achieving excellence in the Canadian Seed Industry. If everyone keeps that goal in mind, then the future will be full of possibilities for generations to come. That is continuing the legacy of what the CSGA and CSTA set out to do many years ago.

Panelist: Dale Connell (Ontario)

What opportunities will Seeds Canada provide for seed growers?

- Less isolation, more integration between people in the seed sector
- A broader base for income and fees to cover overhead

What risks does Seeds Canada pose for seed growers?

- A change in mindset

The Seeds Canada 'FAQs' document states that Canada is "in danger of being surpassed by other countries." Why and how is Canada in danger of being surpassed? And how will Seeds Canada help change that?

- We need a better investment climate and return on investment
- Our small market size and value are challenges
- We need a large, engaged talent pool where people see a future for themselves and others

Panelist: André Lussier (Québec)

What new opportunities will Seeds Canada provide for seed growers?

- Both the Netherlands and France have a central seed organisation that includes all stakeholders of the seed value chain. While visiting with them, we asked many growers if they were happy with a joint organisation. The answer was the always the same - yes, they were happy and no, the large companies have not taken control. Why it would be different in Canada?

What risks Seeds Canada poses for seed growers?

- The biggest risk is disengagement of seed growers.

What can be done to ensure Seeds Canada's French speaking membership will prosper?

- Seeds Canada by-laws say the languages of the corporation are English and French. Since CSGA's employees will be integrated into Seeds Canada, bilingualism will not be lost. We are not starting with new people - it will be business as usual.

Members' Questions and Comments on Amalgamation

President J. Nyborg moderated an online session of members' questions and comments on amalgamation. Topics 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.

2020 Resolutions

K. Runnalls, Past President and Resolutions Committee Chair led a discussion of the 2020 Resolutions. With the AGM notice, members were invited to submit resolutions and everyone attending the 2020 CSGA AGM could use the online chat function to share questions and comments.

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,

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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

CARRIED by a vote of 80 to 15

CONSIDERATIONS: The CSGA Board recently directed the office to include a SWOT Analysis, which summarizes Board considerations before recommending amalgamation to members, throughout CSGA's member communications and engagement plan including the Town Halls.

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 complementary 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

CARRIED by a vote of 79 to 11

CONSIDERATIONS: The CSGA Board recently directed the office to ensure that CSGA's interactive online tools, such as *Seed Talk*, are used for members' dialogue on the pros and cons of amalgamation

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

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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

CARRIED by a vote of 61 to 33

CONSIDERATIONS: Amalgamating organizations could post financial positions on the Seed Synergy website.

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

DEFEATED

CONSIDERATIONS: The ratification package, especially the Business Plan, for Seeds Canada outlines financial forecasts to 2024, anticipated fees in 2021 and cost recovery policy guidance for the new Board.

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

DEFEATED

CONSIDERATIONS: The proposed inaugural Board of 15 has 7 regional directors, nominated by CSGA Branches, and one (1) seed grower value chain director.

Resolution 6: Nomination Process

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

WHEREAS, in the ratification package under Bylaw 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 Bylaws to the NSO before proceeding with any amalgamation.

Moved by Ron Markert ; Seconded by Norman Lyster

CARRIED by a vote of 52 to 42

CONSIDERATIONS: To accomplish Resolution # 6, Seeds Canada By-laws would need to be revised, the amalgamation ratification process reconsidered, and before proceeding with ratification, the proposed revision of By-laws presented to the other amalgamating organizations.

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 of the seed system has had with members, farmers and governments; and

WHEREAS there is an almost panicky sensation that the push by the CSGA 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 of 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 recoded 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

CARRIED by a vote of 49 to 44

CONSIDERATIONS: The CSGA Board recently directed the office to address all of the above recommendations.

Adjournment

Outgoing President J. Nyborg thanked retiring Past President K. 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 time to participate in this very different AGM.

With the upcoming amalgamation vote, incoming President Joe Rennick accepted the virtual gavel of President from J. Nyborg with mixed emotions. J. Rennick asked members to seriously consider the amalgamation ratification package and to cast an informed and confident vote by August 27th. If we're going to do this, let's do this right.

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

Motion: Dave Wuthrich moved, and Ryan Murray seconded, adjournment of the CSGA 2020 Annual General Meeting.

CARRIED

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