

AGENDA

Wednesday, June 26, 2012 9:00 AM – 11:00

Meeting to be held by conference call

1-877-353-9184 (toll free from outside Vancouver)

604-681-0260 (from the lower mainland)

Code: 2396379#

THREE SEPARATE MEETINGS WILL BE HELD:

1. **SelectSeed Co. Ltd. Annual General meeting**
2. **FGC meeting**
3. **BC Forest Genetics Society Annual General meeting**

Time	#	Attachments	Item
9:00			Welcome and introductions
			Review of agenda
			SelectSeed Co. Ltd. AGM
	1	Separate file sent	Approval of minutes from the last AGM (June 15, 2011)
	2	3 files sent	SelectSeed Annual Report , financial statements to March 31, 2012, and auditor's report
	3	Information below	Members resolution appointing Directors / election of Directors
	4	Information below	Directors resolution appointing officers
	5	Information below	Appointment of an auditor
9:45			Forest Genetics Council Meeting
	6	Separate file sent	Approval of minutes from March 21, 2012
	7	Information below	Old business and action items
	8	Separate file sent	Conflict of interest guidelines
	9	Separate file sent	OTIP purpose and project eligibility; Stage 1
	10		Update on meeting with MFLNRO Ch. Forester and ADM
	11		New business
	12		Location for September 19, 2012 meeting
10:30			BC Forest Genetics Society AGM
	13	Separate file sent	Approval of minutes from last AGM (June 15, 2012)
	14	Information below	Election of Directors
	15	Information below	Directors report
	16	Information below	Appointment of auditor and accountant
	17	Separate file sent	Society financial statements
	18	Information below	Housekeeping item

Attachments to the agenda (June 26, 2012)

SelectSeed Co. Ltd. Annual General Meeting

1. Approval of minutes from the last Annual General Meeting

Suggested resolution:

RESOLVED THAT the minutes from the June 15, 2011 Annual General Meeting are hereby approved.

2. Annual Report and financial statements to March 31, 2012

The Annual Report, financial statements, and auditor's report for the year ending March 31, 2012 were distributed as separate files. The financial statements were prepared by the firm Hayes Stewart Little and Co., and books of account were audited by Nancy McMahon CGA of the same firm. Both the Annual Report and the financial statements were reviewed and approved by the SelectSeed Board of Directors on June 11, 2012.

Suggested resolutions:

RESOLVED THAT the audited financial statements of SelectSeed Company Ltd. for the fiscal year ended March 31, 2012, together with the Report of the Auditors' thereon, in the form submitted to this meeting, are approved and the action of the President and the CEO of the Company in signing the statements as evidence of such approval is hereby ratified and confirmed.

RESOLVED THAT the Annual Report of the Company for the year ending March 31, 2012 is hereby approved.

3. Members resolution appointing Directors

Members of the BC Forest Genetics Society elect SelectSeed Directors to 2-year terms. The terms for Glen Dunsworth and Jim Burbee end August 31, 2012. Both have agreed to stand for a further 2-year term ending August 31, 2014. The procedure for electing Board members is:

1. Identify candidates – FGC can nominate other candidates if they wish.
2. JW contact candidate(s), discuss duties, and determine if the person is willing to stand for election
3. Election by shareholders (FGC members).

Suggested resolution:

RESOLVED THAT Glen Dunsworth and Jim Burbee are hereby elected to the SelectSeed Board of Directors for further two-year terms ending August 31, 2014.

4. Directors resolutions appointing officers

The following resolutions were passed by the SelectSeed Board during its meeting held June 11, 2012, and are included here for information.

RESOLVED THAT Glen Dunsworth is hereby appointed an officer of the company (President) for the year 2012/13, or until his successor is elected or appointed.

Attachments to the agenda (June 26, 2012)

RESOLVED THAT Reid Carter is hereby appointed an officer of the company (Secretary) for the year 2012/3 or until his successor is elected or appointed.

(note that if Glen is not re-elected as a director, his term as President will end August 31, 2012 and a new President will have to be appointed by the Board).

5. Appointment of an auditor

Suggested resolution:

RESOLVED THAT the firm Hayes Stewart Little and Co. is hereby appointed as the auditor for SelectSeed Company Ltd. for the ensuing year.

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Forest Genetics Council Meeting

7. Approval of minutes from March 21, 2012

Suggested resolution:

RESOLVED THAT minutes of the meeting held March 21 2012 are hereby approved.

8. Old business and action items from March 25, 2010

Responsibility	Action to be done	Action
Annette, Barrie, Jack	Revise the FGC Achievement Award criteria and send to FGC members for an email vote on the following motion: <i>(van Niejenhuis / Lee) The FGC Achievement Award criteria, as revised, are hereby accepted.</i>	Done; email vote completed May 4, 2012
Lee Charleson	Further comments on the CBST Project Charter and associated 2-page communication document will be accepted by Lee until April 10, 2012, and Lee will send a revised version of the CBST Project Charter to the CTAC and ITAC for comment and information.	Done
Conflict-of-Interest Committee	A committee (Raoul, Barrie, Annette, Tim, Jack) will prepare conflict-of-interest guidelines for FGC review at the June 2012 meeting. These guidelines will define conflict, identify the role of the Chair of various FGC subcommittees in managing conflict-of-interest, and provide guidelines for members of the FGC and FGC committees.	Done
Jack, Council members	Seed planning unit rankings will be updated in advance of the September 2012 FGC meeting. Jack will send out the current priority ranking table and re-populate data. Council members will provide input to Jack.	Re-ranking underway
OTIP Eligibility Committee	A committee of Tim, Annette, Darrell Wood, David Reid, and Jack will review in two stages orchard redundancy, eligibility when significant amounts of seed are in storage, and the type of activities that are eligible for OTIP support. Stage 1 will be to return a discussion at the June FGC meeting of the principles related to the OTIP subprogram and how it supports FGC objectives. Stage 2 will be to develop specific guidelines to be followed in the 2013/14 OTIP call for proposals.	Stage 1 done
Jack	Prepare a letter from the FGC to Jim Sutherland by March 25, 2012 recommending LBIS Tree Improvement Program budget allocations.	Done
Jack	Poll FGC members to find a date for the June 2012 FGC meeting.	Done

9. Operational Tree Improvement (sub) Program purpose and project eligibility

This review was initiated at the March 2012 meeting to clarify OTIP project eligibility and to better define how OTIP supports FGC objectives. A review committee of Annette van Niejenhuis, Tim Lee, Darrell Wood, David Reid, and Jack Woods was set up. Review is to be done in two stages. Stage 1 is to return a discussion on the broad principles and purpose of the OTIP subprogram and how it fits into FGC objectives. Stage 2 is to develop specific project review guidelines that will be used for the 2013/14 call for proposals and project review.

A discussion document was sent as a separate file. For the committee recommends that OTIP be continued with an unchanged purpose to support

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seed quality and quantity boosts in seed orchards. If this is accepted, the second stage of this project will involve refining project eligibility guidelines for review by the FGC in September.

10. Update on a meeting with MFLNRO Chief Forester and ADM

On June 5th, Kerry, Brian, Barrie and Jack met with Provincial Chief Forester, Dave Peterson, ADM Tom Ethier, and acting Deputy Chief Forester Jim Sutherland. The meeting was for information and to introduce the FGC and its role.

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BC Forest Genetics Society (the “Society”)

Annual General Meeting -- Agenda and Resolutions

June 26, 2012 – Conference call

13. Approval of minutes from the last Society AGM

Suggested resolution:

RESOLVED THAT minutes from the June 15, 2011 AGM are hereby approved.

14. Election of Society Directors

Current Directors are Brian Barber, Rob Guy, and Larry Gardner.

Suggested resolution:

RESOLVED THAT the following persons are hereby elected Directors of the Society to hold office until the date of the next Annual General Meeting or until their successors have been duly elected or appointed.

Brian Barber, Rob Guy, and Larry Gardner

15. Report of Directors of the Society

- a. AGM filing requirements with the Ministry of Finance and Corporate Relations were met for 2011.
- b. The Society continues to have full ownership of all voting and value shares of SelectSeed Company Ltd. There is no change in status with respect to share ownership.

Suggested resolution:

RESOLVED THAT the report of the Directors to the Members of the Society is hereby approved.

16. Appointment of an accountant; waiver of the need for an audit:

Suggested resolution:

RESOLVED THAT the firm of Hayes Stewart Little Ltd., 823 Canada Avenue, Duncan, BC V9L 1V2, is appointed as the Societies accountant for the ensuing year.

Suggested resolution:

RESOLVED THAT the appointment of an auditor is waived for the current fiscal year until the close of the next Annual General Meeting.

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17. Society financial statements to March 31, 2012:

There were no transactions during the fiscal year.

Suggested resolution:

RESOLVED THAT financial statement of the Society for the fiscal year ending March 31, 2012 is hereby approved, and that the Chair of the Society is authorized to sign a consent resolution of the members of the Society concerning member acceptance of these financial statements.

18. Housekeeping

This resolution is required for the formal filing of the Society report. No appointments, contracts, or payments were made.

RESOLVED THAT all acts, appointments, contracts and payments of money made or done by the Directors of the Society since the last Annual General Meeting, are hereby ratified.