



THE NEW MARINE CENTRE SOCIETY
Notice of the 2023 Annual General Meeting
at the Shaw Centre for the Salish Sea, 9811 Seaport Place

The 2023 AGM will be held on **Tuesday November 14, 5:30PM (doors open 5:15)** and is open to all current, voting members of the Society.
To participate, please RSVP by email with your name and membership expiration date to ed@salishseacentre.org by 5:00pm, Saturday November 11th.
The agenda package will follow by email and will be posted on the Centre's website.

The business meeting is followed by an opportunity to meet some of the Centre team, take in recent improvements and experience the Centre after dark.

EVENT OVERVIEW – Tues Nov 14th
5:15 – Doors Open
5:30-6:15 – Business Meeting (Main Gallery)
6:15-7:15 – Meet the Team (refreshments & nibbles provided)

BUSINESS MEETING AGENDA

1. Territorial Acknowledgement – Board Director, Heather Priest
2. Call to order & confirm quorum – President, Allan Lane
3. Approval of the Agenda – President, Allan Lane
4. Approval of the Minutes of the 2022 AGM – Secretary & Governance Committee Chair, Stuart Culbertson
5. Resolution – Amendments to Society ByLaws – Secretary & Governance Committee Chair, Stuart Culbertson
6. President's Report for the 2022/23 Year for the Society – President, Allan Lane
7. Finance Report for the 2022/23 Year for the Society – Treasurer, Brian Liversedge
8. Questions
9. Appointment of Auditor (for Review Engagement) – Treasurer, Brian Liversedge
10. Staff Report – Executive Director, Pauline Finn
11. Nominations and Elections – Vice President, Lesley Wood
12. Thank You & Adjourn Business Meeting – Kylee Pawluk & Pauline Finn

Guests will be introduced to a recent, exhibit update and will have an opportunity to meet the team (staff and board), socialize, enjoy refreshments and explore the Centre after dark.

NOTE: Society board member recruitment was held from Aug 15-Sep 15 2023. Twelve quality candidates applied. While the majority of submissions were from the local, island community, applications were also received from individuals from further afield (Metro Vancouver and Calgary). The Centre's Governance and Executive Committee's reviewed applicants, conducted interviews and are presenting four nominees at the AGM.

Nominees must become members of the society and provide written consent to being a director confirming that they are not disqualified from being a director. Please direct questions to pauline.finn@salishseacentre.org.



Annual General Meeting – October 25, 2022

Minutes

DRAFT to be presented at 2023 AGM

Society Members Present: Stuart Culbertson, Allan Lane, Brian Liversedge, Janine Morris, Lesley Nicholls, Nick Poushinsky, Robyn Quinn, Taylor Reidlinger, Lesley Wood, Kylee Pawluk, Jessica Doig, Heather Priest, Deanna Mathewson, Graham Debling, Susan Simosko.

Also attending: Steve Duck (Town of Sidney Councillor); Hugues Toupin, Leah Thorpe, Kit Thornton and Tina Kelly

Location: Shaw Centre for the Salish Sea, 9811 Seaport Place

Agenda

1. Land Acknowledgement – Taylor Reidlinger

2. Call to Order

Allan Lane, Society Vice-President called the meeting to order and confirmed that the required quorum was present (bylaws required quorum of 7) to conduct the AGM.

3. Approval of AGM Agenda

MOTION for Approval of Agenda for the AGM – moved by Stuart Culbertson; seconded by Alan Lane **APPROVED**

4. Approval of Minutes 2021 AGM

MOTION for Approval of Minutes of the 2021 AGM (November 23, 2021) – moved by Stuart Culbertson; seconded Robyn Quinn **APPROVED**

5. President's Report: Janine Morris, Chair/President

Janine presented an overview of the Society's activities over its 2021/2022 year. Notes for Janine's verbal report are attached as **Annex 1**.

6. Finance Report Fiscal Year 2021/2022: Janine Morris, Treasurer

Janine presented an overview of the Society's financial performance over the 2021/2022 year. Notes for Janine's verbal report are attached as **Annex 2**.

The Review Engagement Report by the Society's auditors, Baker Tilley, was circulated with the agenda package and is also attached as **Annex 3**.

7. Questions

Questions were invited and answered by the President and Executive Director.

8. Appointment of Auditor for 2022/2023

MOTION for approval of the re-appointment of Baker Tilley as the Society's auditors for 2022/23 – moved by Janine Morris; seconded Nick Poushinsky *APPROVED*

9. Staff Report: Pauline Finn, Executive Director

Pauline provided an update on the Centre's operations and key initiatives over the past year. This was followed by a brief update on the current year to date performance highlighting ways the organization is living into the new Strategic Plan 2022-2023.

Notes for Pauline's verbal report are attached as **Annex 4**.

10. Nominations and Elections

Lesley Wood reviewed the current slate of Society's Board of Directors and outlined the 2022 recruitment process.

Board recruitment kicked off in August and was widely distributed (local paper, social media, newsletter, "in Centre" signage, volunteer job listings, via local groups and via direct contacts by staff, board and supporters.

The following three, new board member nominations were put forward.

- Jessica Doig
- Kylee Pawluk
- Heather Priest

Biography information for each nominee was included in the meeting package. That information is attached in **Annex 5**.

Lesley called for any additional nominations for election to the Society's Board of Directors from members present. The request for further nominations was called three times. There being no additional nominations, Lesley recommended nominees to the Board be elected by acclamation.

The full 2022/23 list of Directors (including the newly elected members and Officers) for the New Marine Centre Society is attached here as **Annex 6**.

11. Thank you

On behalf of the Board, staff and volunteers of the Society, Pauline Finn thanked departing Board member Janine Morris for her incredible dedication and hard work as both Treasurer and President of the Board during some unprecedented years.

Others were invited to share their appreciation. Janine was presented with a custom, framed nature photo by Andrew Wright and many good wishes. Staff member, Hugues Toupin presented her with a one-of-a-kind pen made by his talented young son (with some coaching from Dad).

12. Adjournment

MOTION for meeting to Adjourn – moved by Stuart Culbertson; seconded by Taylor Reidlinger
APPROVED

The formal part of the AGM was adjourned at 6:25 pm. This was followed by an opportunity to meet the team, taste some yummy foods made with seaweed and explore the Centre's new feature exhibition, *Seaweed: Mysteries of the Amber Forest*.

Minutes Prepared By: Stuart Culbertson, Secretary

Annexes:

- **Annex 1: President's Report** – Janine Morris Notes (Annex 1 in AGM Package ref. Agenda Item No.5)
- **Annex 2: Treasurer's Finance Report** – Janine Morris Notes (Annex 2 in AGM Package ref. Agenda Item No.6)
- **Annex 3: Independent Practitioners Review Engagement by Baker Tilley (NMCS Auditors) Report for the Fiscal Year 2020/21** (Annex 3 in AGM Package ref. Agenda Item No. 6)
- **Annex 4: Staff Report** – Pauline Finn Notes (Annex 2 in AGM Minutes Package ref. Agenda Item No. 9)
- **Annex 5: Board Member Nominations** – Biographies of three members putting their names forward for election to the Society's board of directors (also included in meeting package previously shared (via website, member newsletter and email) to members in advance of the AGM meeting (Annex 4 in AGM Package ref. Agenda Item No.10)
- **Annex 6: List of Directors and Officers for the New Marine Centre Society** (Annex 5 in AGM Package ref. Agenda Item No.10)

ANNEX 1: Presidents Report AGM Oct 25th, 2022

The New Marine Centre Society

Year Ended May 31, 2022

President's Report

It's hard to believe that this is my last AGM. While I am sad that my term has come to an end, I am so proud of how far our Centre has come during my time on the board. We are currently in a better position, both financially and operationally, than we have been since I joined the board in 2016. Revenues from admissions and memberships were higher this past fiscal year than they have been in over a decade (since 2011), and total revenues are the highest the Centre has reported in its history. While this is clearly a significant achievement, I cannot over emphasize the substantial work that it has taken to get us to this point; work that could not have been accomplished without the vision, dedication and leadership of our incredible executive director, Pauline Finn. Under Pauline's direction and guidance, her team of staff, volunteers and proficient, devoted senior managers, including Deanna Matthewson, Leah Thorpe, Tina Kelly, Hugues Toupin and Kit Thornton who are all here with us this evening, also played a major role in getting us to where we are today. Many challenges were faced along the way, including, as well all know, navigating our way through a global pandemic, but each challenge was accepted and tackled without reservation.

Since March 1st, the Centre has been consistently open 6 days a week while visitor numbers are routinely matching or better than pre-pandemic levels. With the back gallery improvements completed early in the year, the To Fish as Formerly Exhibition had its soft opening on June 9th and ran successfully into September of this year, bringing many visitors into the Centre that likely would not have visited otherwise, and educating many more. The transformation of the back gallery to a flexible space has opened up the Centre to host a much more diverse range of exhibitions going forward, including our newest exhibit, Seaweed: Mysteries of the Amber Forest that has just opened and we are all very excited about. You'll get to hear more about this impressive new exhibit shortly from our senior managers here tonight, as well as get to experience it for yourself after this meeting if you have not already been fortunate enough to do so.

As you may recall, we completed our Strategic Plan 2022-2023 last year. Since that time, the board established a new Performance Working Group to focus on the development and monitoring of various performance measures for the Plan. This group recently initiated a series of, small "pop-up" feedback gathering events over the course of the 2022 summer months which allowed directors to speak one on one with Centre visitors about their experiences. This event produced some very interesting feedback informing our approach to tracking progress and identifying areas of strength and possible improvement. While the important work of this

group continues, we are also very focused on increasing revenue generation through various channels, which is being supported by the work of our Friend and Fund Development working group who is working closely with Pauline to achieve our contributed revenue targets.

While the board committees and working groups focused on their important work, the staff focused on completing a number of significant special projects during the year. These included both capital upgrades and maintenance work, which Pauline could not have achieved without the hard work and dedication of her excellent team. She will touch on these milestones with more details in her report.

I also want to take this opportunity to thank each one of our board members for their critical contributions to our Centre. Each one of our directors brings their own set of uniquely valuable skills and knowledge to the table and we are extremely fortunate to have a such an engaged and enthusiastic group of people who each have the Centre's best interest at heart. I've been on several other boards and am able to recognize what a rare and special thing this is. We are very lucky!

While we are in a relatively stable position at this time, we cannot lose sight of our goals and objectives as set forth in our strategic plan. It is crucial as we move forward to ensure that we continue taking the necessary steps to achieve these things and that our progress is closely monitored. I have no doubt that with the tenacity of our entire team, this important work will continue and the position of the Centre will continue to strengthen.

ANNEX 2: Treasurer's Report AGM Oct 25th, 2022

The New Marine Centre Society

Year Ended May 31, 2022

Treasurer's Report

It was a good year this year! While we started the year cautiously optimistic, unsure just how stable the coming year would be, the financials were closely monitored each month and slowly but surely a trend began to emerge. During the first quarter of the fiscal year, our most crucial revenue earning months, total revenues came in 13% better than planned and as the year progressed, we were extremely pleased to see similar results. Through the hard work and perseverance by Pauline and her dedicated team, including the pursuit of funding opportunities, I am pleased to report that our net income from operations this year landed at just over \$70,000. Drawing on the prior year's reserve, just over \$40,000 was also spent on crucial capital reinvestment.

If we look to page 4 of the financial statements, the statement of financial position, we can see that our current net financial position has improved by approximately \$30,000. What I mean by that is that if we compare current assets, less our liabilities, we see that last year there were net assets (not including property, plant and equipment) of just under \$370,000 vs. net assets this year of just under \$400,000. We also see this illustrated in the net asset figures. This surplus is reflected as \$200,000 held in our operating fund and another \$199,000 held in our capital fund. The equity in capital fund reflects the net book value of our property, plant and equipment, which is the total of all capital assets purchased since inception, less the amortization expense taken each year.

Next we'll move onto the statement of revenues and expenditures on page 5. While revenues came in considerably higher than last year, expenses followed suit, resulting in a lower net income from operations than in the prior year. Having said that, we must keep in mind that last year was not a normal year for the Centre and does not reflect typical results. A major factor in the prior year's positive result was the receipt of the Canada Emergency Wage Subsidy funding, which came in at just under \$195,000 last year. This year, which saw the end of this program in early fall of 2021, came in at just over \$33,000, for a downward swing of \$162,000. Another significant difference this year, which I already mentioned in my president's report, is the substantial increase in admissions and rentals and memberships over the prior year – an increase of almost \$350,000! This highlights for us just how valued our Centre is to our community and we are extremely grateful to all of our visitors and members who have returned to the Centre and continue to benefit from our service and provide their support.

Moving onto the next page we'll look at the statement of changes in net assets. The operating fund ended with a balance of \$200,000, which was no coincidence. As we know, in line with our strategic plan and our commitment to the Town of Sidney, we are working to increase our capital reserve fund to build it up for future, larger scale capital purchases. To help us achieve this goal, the board elected to transfer the operating fund surplus in excess of \$200,000 into the capital reserve fund, which totalled \$152,285. As just as a reminder, the purpose of the equity in capital fund is strictly to reflect the amount invested in capital assets, less amortization.

On that note, I'll now put forward a motion "That the financial statements, the treasurer's report and the auditor's review report, be accepted and approved by the membership" and open up the floor for any questions.

THE NEW MARINE CENTRE SOCIETY

Financial Statements

For the Year Ended May 31, 2022



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INDEPENDENT PRACTITIONERS' REVIEW ENGAGEMENT REPORT

To the Members of The New Marine Centre Society

We have reviewed the accompanying financial statements of The New Marine Centre Society (the "Society") that comprise the statement of financial position as at May 31, 2022 and the statement of revenues and expenditures, changes in net assets, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian Accounting Standards for Not-For-Profit Organizations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioners' Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.



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INDEPENDENT PRACTITIONERS' REVIEW ENGAGEMENT REPORT (continued)

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these financial statements.

Basis of Qualified Conclusion

In common with many charitable organizations, the Society derives revenue from donations, the completeness of which is not susceptible to us obtaining evidence we considered necessary for the purpose of the review. Accordingly, the evidence obtained of these revenues was limited to the amounts recorded in the records of the Society. Therefore, we were not able to determine whether any adjustments might be necessary to donations revenue, deficiency of revenues over expenses, and cash flows from operations, and current assets and net assets as at May 31, 2022 . Our review conclusion on the financial statements for the year ended May 31, 2022 was modified accordingly because of the possible effects of this limitation in scope.

Qualified Conclusion

Based on our review, except for the possible effects of the matter described in the Basis for Qualified Conclusion paragraph, nothing has come to our attention that causes us to believe that the financial statements do not present fairly, in all material respects, the financial position of The New Marine Centre Society as at May 31, 2022, and the results of its operations and its cash flows for the year then ended in accordance with Canadian Accounting Standards for Not-For-Profit Organizations .

Baker Tilly Victoria Ltd.

CHARTERED PROFESSIONAL ACCOUNTANTS

Victoria, B.C.

October 20, 2022


The New Marine Centre Society

Statement of Financial Position

As at May 31, 2022

	2022	2021
	\$	\$
Assets		
Current Assets -		
Cash and short term deposits	488,023	445,822
Restricted cash (note 3)	54,605	39,468
Accounts receivable	8,086	88
Inventory	33,215	36,294
Prepaid expenses	4,180	3,815
	588,109	525,487
Property, Plant and Equipment (note 5)	2,176,167	2,234,386
	2,764,276	2,759,873
Liabilities		
Current Liabilities -		
Accounts payable and accrued liabilities	74,755	57,751
Goods and services taxes payable	1,905	2,980
Provincial sales taxes payable	518	335
WCB payable	1,831	1,557
Deferred contributions (restricted) (note 6)	51,130	39,468
Deferred capital contributions (restricted) (note 8)	3,475	-
Deferred revenue (unrestricted)	6,247	4,700
	139,861	106,791
Amounts Held In Trust	9,590	9,590
Canada Emergency Business Account Loan (note 7)	40,000	40,000
	189,451	156,381
Net Assets		
Operating Fund	200,000	286,807
Equity in Capital Fund	2,176,167	2,234,386
Capital Reserve Fund	198,658	82,299
	2,574,825	2,603,492
	2,764,276	2,759,873

SIGNED ON BEHALF OF THE BOARD:


Director

The New Marine Centre Society

Revenues and Expenditures

For the Year Ended May 31, 2022

	2022	2021
	\$	\$
Revenue		
Admissions and rentals	542,919	244,832
Donations and grants	195,114	287,389
Gift shop sales, net of cost	49,684	42,150
Memberships	114,905	85,992
Operating grant - Town of Sidney	205,000	205,000
Other revenue	17,799	22,761
	1,125,421	888,124
Expenditures		
Accounting and legal	15,323	13,291
Aquarium costs	34,297	26,208
Credit card charges	10,809	7,337
Education costs	23,207	2,181
Fundraising costs	1,892	4,881
Insurance	25,370	19,518
Interest and bank charges	2,521	1,957
Maintenance costs	79,443	57,679
Marketing	13,481	6,346
Oceaneer expenses	6,860	1,786
Office	46,900	19,231
Special projects	1,096	217
Telephone and utilities	81,310	75,743
Travel and automotive	1,191	353
Wages and benefits	711,450	552,911
	1,055,150	789,639
Excess of Revenues Over Expenses from Operations	70,271	98,485
Other Expenses -		
Amortization	98,938	92,252
Excess (Deficiency) of Revenues Over Expenses	(28,667)	6,233

The New Marine Centre Society

Statement of Changes in Net Assets

For the Year Ended May 31, 2022

	Operating Fund	Capital Reserve Fund	Equity in Capital Fund	2022 \$	2021 \$
Net Assets - Beginning of Year	286,807	82,299	2,234,386	2,603,492	2,597,259
Amortization	-	-	(98,938)	(98,938)	(92,252)
Purchase of Property, Plant and Equipment	-	(40,719)	40,719	-	-
Purchase of Property, Plant and Equipment - Restricted Fund	(4,793)	4,793	-	-	-
Transfer of Operating Fund Surplus to Capital Reserve Fund (note 8)	(152,285)	152,285	-	-	-
Excess (Deficiency) of Revenues Over Expenses	70,271	-	-	70,271	98,485
Net Assets - End of Year	200,000	198,658	2,176,167	2,574,825	2,603,492

The New Marine Centre Society

Statement of Cash Flows

For the Year Ended May 31, 2022

	2022	2021
	\$	\$
Cash Provided from (Used for):		
Operating Activities		
Deficiency of revenues over expenses	(28,667)	6,233
Item not affecting cash:		
Amortization	98,938	92,252
	70,271	98,485
Changes in non-cash working capital:		
Accounts receivable	(7,998)	17,216
Inventory	3,079	26,853
Prepaid expenses	(365)	(2,559)
Accounts payable and accrued liabilities	17,004	26,261
Deferred contributions	11,662	12,252
Deferred capital contributions	3,475	-
Deferred revenue	1,547	(7,786)
Goods and services tax payable (recoverable)	(1,075)	3,609
Provincial sales tax payable	183	229
WCB payable	274	(1,403)
	98,057	173,157
Investing Activities		
Purchase of capital assets	(40,719)	(6,370)
Financing Activities		
Proceeds from Canada Emergency Business Loan	-	10,000
Net Increase in Cash	57,338	176,787
Cash - Beginning of Year	485,290	308,503
Cash - End of Year	542,628	485,290
Cash Consists of:		
Cash and cash equivalents	488,023	445,822
Restricted cash	54,605	39,468
	542,628	485,290

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2022

1 Purpose of the Society

The New Marine Centre Society is a not-for-profit organization incorporated in British Columbia under the Societies Act and is a registered charity under the Income Tax Act. The Society is a non-taxable entity. The Board is comprised of a wide spectrum of community educators, scientists and business people. The purposes of the Society are to operate a unique public facility or facilities to foster an appreciation of the Salish Sea Bioregion, be a valued community organization and undertake such other activities which from time to time may be deemed appropriate in pursuing the aforementioned purposes.

2 Summary of Significant Accounting Policies

Basis of presentation

The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations (ASNFPO).

Cash and short term deposits

Cash and short term deposits consists of cash on hand, bank balances and investments in short term, cashable GIC's.

Financial instruments

The Society initially measures its financial assets and liabilities at fair value, except for certain non arm's length transactions. The Society subsequently measures its financial assets and financial liabilities at amortized cost, except for securities quoted in an active market, which are subsequently measured at fair value.

Financial assets measured at amortized cost include cash and short term deposits and accounts receivable. Financial liabilities measured at amortized cost include accounts payable.

Inventory

Inventory is valued at lower of cost and replacement value with cost being determined on a first-in, first out basis.

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2022

2 Summary of Significant Accounting Policies (Continued)

Fund accounting

The Operating Fund reports the revenue and expenses related to the operation of the Shaw Ocean Discovery Centre.

The Equity in Capital Fund reports the capital assets of the Society less amortization.

The Capital Reserve Fund reports income from non-operating activities and holds funds for future capital purchases less any capital replacement expenditures.

Revenue recognition

The New Marine Centre Society follows the restricted fund method of accounting for contributions.

Restricted contributions related to general operations are recognized as revenue of the Operating Fund in the year in which the related expenses are incurred. All other restricted contributions are recognized as revenue of the appropriate restricted fund.

Unrestricted contributions are recognized as revenue of the Operating Fund in the year received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Revenues from rentals are recognized when the rental takes place.

Revenues from admissions, gift shop sales and memberships are recognized when received.

Volunteers contribute many hours per year to the Society (Note 10). Due to the difficulty of determining their fair value, contributed services are not recognized in the financial statements.

Donations in kind are recorded at their fair market value when the goods are received.

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2022

2 Summary of Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment is stated at cost or deemed cost less accumulated amortization. Property, plant and equipment is amortized over its estimated useful life at the following rates and methods:

Ocean Discovery Centre Facility	5-30 years straight-line method
Furniture and fixtures	20% declining balance method
Computer equipment	55% declining balance method

There is no amortization being taken on artwork.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period.

Management estimates relate to the useful lives of capital assets and the collectability of accounts receivable. Actual results could differ from these estimates, although management does not generally believe such differences would materially affect the financial statement in any individual year.

3 Restricted Cash

Cash in the amount of \$54,605 is externally restricted for use, as indicated in Notes 6 & 8.

4 Financial Instruments

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Society is exposed to interest rate risk on its fixed rate term deposits, although the extent of such risk is considered minimal.

It is management's opinion that the Society is not exposed to significant market currency, liquidity, or other price risks arising from these financial instruments.

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2022

5 Property, Plant and Equipment

	Cost \$	Accumulated amortization \$	2022 Net \$	2021 Net \$
Ocean Discovery Centre Facility	4,233,506	2,092,244	2,141,262	2,218,558
Furniture and fixtures	44,582	27,923	16,659	11,065
Artwork	4,763	-	4,763	4,763
Computer equipment	18,597	5,114	13,483	-
	4,301,448	2,125,281	2,176,167	2,234,386

There is no amortization taken on artwork.

6 Deferred Contributions

Deferred contributions represent externally restricted funding received in the current period.

Changes in the deferred contributions balance are as follows:

	Opening Balance \$	Received \$	Expenditures \$	Closing Balance \$
Canada Summer Jobs Fund	-	42,881	24,098	18,783
Life on this Planet Fund	-	5,000	5,000	-
Mountain Equipment Co-op: Curriculum Review & Upgrade Project	921	-	921	-
NSERC: World Oceans Day	3	-	3	-
Pacific Salmon Foundation	5,819	-	-	5,819
Private donation	3,978	5,826	9,804	-
Saanich Peninsula Foundation	381	-	381	-
Salish Weave Foundation & Town of Sidney: Coast Salish Project	8,080	-	-	8,080
Town of Sidney	17,084	-	-	17,084
Town of Sidney: Research & Capital	2	-	2	-
Victoria Foundation (Fowlow Fund): Octopus & Animal Care	3,200	6,850	8,686	1,364
	39,468	60,557	48,895	51,130

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2022

7 Canada Emergency Business Account Loan Payable

	2022	2021
	\$	\$
CEBA loan received	60,000	40,000
Forgivable portion of loan included in revenue	(20,000)	(10,000)
	40,000	30,000

The Society received the Government's Canada Emergency Business Account (CEBA) loan in response to the COVID-19 global pandemic. The loan is held at TD Canada Trust. It bears no interest and is due to be paid December 31, 2023. Should the loan not be paid back, the full loan will be converted to a term loan with an annual interest rate of 5% payable in monthly instalments and due December 31, 2025.

8 Deferred Capital Contributions

Deferred capital contributions represent externally restricted contributions related to the acquisition of capital assets. These contributions are recognized as revenue on the same basis as the amortization expense related to the capital assets acquired. Changes in the deferred capital contributions balance is as follows:

	Opening Balance	Additions	Amortization	Closing Balance
	\$	\$	\$	\$
Computer equipment	-	4,793	1,318	3,475

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2022

9 Interfund Transfers

During the year the board approved a transfer of \$152,285 from the Operating Fund to the Capital Reserve Fund. These funds will be used finance future capital purchases.

10 Volunteer Hours

The ongoing operations of the Society are greatly assisted by the generous donation of time by around 121 listed volunteers. The value of this donation of time at a conservative rate of \$15.65 per hour would be \$81,787 (2021 - \$100,013 at \$15.20 per hour).

11 Victoria Foundation Endowment

During the 2012 fiscal year, the Society was invited to establish a permanent endowment fund with the Victoria Foundation. The Ocean Discovery Fund will be held in perpetuity by the Foundation and a portion of the income earned by the fund will be returned to the Society to support activities as determined by the Board. An initial contribution of \$7,500 from funds already held by the Society for endowment purposes was transferred to the Victoria Foundation and matched equally by the Foundation. In 2013 & 2014, the Society made a further contribution of \$2,500 in each year and a further \$5,000 in 2018, to which the Foundation provided matching contributions. The market value of the endowment funds held by the Foundation at June 30, 2022, including earned interest, is \$46,768. These funds are not included on the Statement of Financial Position. Future donations designated to this permanent fund to support the Society will be welcomed by the Victoria Foundation.

12 Premises Lease

The Society has a lease agreement (dated September 1, 2007) with the Town of Sidney for use of town-owned space in The Sidney Pier Hotel and Spa (approximately 10,000 square feet), at a rate of \$5.00 for 20 years.

ANNEX 4: Staff Report AGM Oct 25th, 2022

Staff Report

Presented by Executive Director, Pauline Finn

Good Evening Society members and staff. Janine HAS covered a lot in her dual roles as President and Treasure. I will:

- add some colour to the FY story by highlighting major projects
- provide a brief update of the current year performance including a fun/upcoming example of living into our strategic plan.

HIGHLIGHTS 2021-2022

CONTEXT - For context, let's not forget that our previous fiscal year was fully focused on pandemic recovery. Things were so uncertain that year that our planning was done in small 3-4 month chunks.

The operating plan for 2021/22 was created using the 2018/19 actuals as our baseline. (That was the most recent, 12-month year of operations not affected by the pandemic). Our planning assumptions included:

- admissions gradually improving from 65% to 75%
- and membership purchases at 85%
- also there were NO facilitated programs or facility rentals expected.

As Janine highlighted, throughout the year, **the Centre performed very well** allowing us to complete a number of important projects.

These highlighted projects go beyond:

- our base service to the community and
- ongoing care for our animal ambassadors, facility & life support systems.

We do not have the resources to run separate, special project teams. Rather, it is the same group of dedicated staff serving the community every day that take on these projects.

So, while our Visitor Experience, Learning Team and Oceaneer volunteers continued to provide excellent, daily serve to the community ... AND the Animal Care Team and our Engineering Technician cared for our animals, equipment and systems.

WE ALSO

- **Transformed the Back Gallery** – The final finishing work and the activation of this newly transformed space happened in June & July of 2021. This updated gallery space (which you will experience first hand tonight) now serves as a purpose-build, **flexible space for sharing a diversity of topics, experiences and stories with the community.**

- Hosted our first, large-scale feature exhibition **To Fish As Formerly: The Story of Straits Salish Resurgence**. The show ran from July 2021 to September 2022 during which
 - over 74,000 people came to the Centre (13 months over 2 fiscal years)
 - including 545 visitors who self identified as indigenous from the South Island.
- Completed a much needed update to our **Business Management Software** – This significant project modernized and integrated our POS and Membership functions. To support the success of this project and to improve cyber security and staff productivity, investments were also made to **secure ongoing professional IT support services** as well as **computer equipment updates** for the majority of our staff workstations.
- Completed critical improvements to our beloved **Submarine experience** - This welcome experience investment included installation of a state of art, changeable content system, new creative additions, new screens and bringing back some engaging elements previously taken offline. Like the Back Gallery Transformation, this investment will give us creative flexibility for years to come.
- Completed a major **Office Transformation** – This massive project was completed during the January 2022 closure week and turned a chaotic work space hosting 6 “very varied and uneven” workstations into a well thought out, functional area with 8 “matching” workstations, additional storage and a shared, multi-use table.

It’s so exciting to look back and reflect on what was accomplished by our dedicated team of staff and I NEED to take a moment to thank them for their incredible commitment and tenacity. Please join me in giving the staff team a hand “of congratulations AND thanks”. WHAT A YEAR!

NOW regarding our CURRENT Year

The Plan for the current fiscal year is ambitions in aspirations and revenue generation to support those aspirations.

Operating Results to the end of August:

-Revenues (earned & contributed) finished 3% below plan
while Overall Expenses finished 10% below plan

Capital Investment

-During those first 3 months, just under \$8K of capital investment also took place.

One Major milestone of note was just two weekends ago with the opening of **Seaweed:**

Mysteries of the Amber Forest.

Living into our Strategic Plan

CONTEXT - For context, this Plan is for 10 years (beginning June 2022) and is VERY ambitious. To truly live into this plan and DO that much more for our community, the Centre will need to increase our revenues significantly to resource these ideas and that will not happen over night. And ... keep in mind that we are still re-instating and re-imagining some “historically expected” services that had to be put on hold an/or significantly adapted during peak pandemic times.

So, of our early efforts will be about how we do what we do rather than adding costly new initiatives.

The plan includes 8 values – 4 of which were always here / felt and embraced and 4 of which are new OR at least newly articulated.

Community Service --- one of our new values goes (and will go) beyond our core services.

Two fun examples are:

- Our new Employee Volunteer Program (launched this spring)
 - staff volunteer experiences (so far) range from sharing what we do / know how to do with the community AND learning something new & contributing the work of other organizations
- Our, now annual A-Scare-ium event ... last year we raised \$2,000 – split between us and the Peninsula food bank. This year, we will split our proceeds with Beacon Family Services.

ANNEX 5: Board Member Nominations AGM Oct 25th, 2022



2022 AGM BOARD NOMINATIONS

Public, board member recruitment was held from Aug 15th to Oct 7th 2022. Deliberations by the Governance & Nominations Committee were endorsed by the Executive Committee resulted in three nominations to the Board. Biographies for these nominees are presented below. These individuals are current members of the Society and have confirmed that they are not disqualified from being a director.

- Jessica Doig
- Kylee Pawluk
- Heather Priest

Jessica Doig - Jessica was born and raised in Victoria and attended UBC with plans to become a teacher. It was the chance experience to build her paleontology class's website that turned her onto the path of using technology as a way of bringing education to the public. With her degree in Biology and Earth Science, Jessica created a career focused on meaningful educational experiences in informal learning environments.



Now with 15+ years at ngx, Jessica leads their team as Executive Producer focused on creating digital exhibits for museums and science centres. Jessica's portfolio of digital projects encompasses well-known local institutions including the Royal BC Museum and Craigdarroch Castle. Her work has taken her across Canada, producing projects at Science World, the Montreal Biosphere and the Discovery Centre in Halifax. Further afield, Jessica's work has featured in the Smithsonian, the Shoah Dallas Holocaust Museum and venues in United Arab Emirates.

Jessica cares deeply about audiences, design and user interaction. She sees technology as a medium to deliver captivating stories, meaningful content and playful experiences. Her long held interest in science has been driven by a desire to better understand the world we live in. Now with over 15 years of experience in digital experience design, Jessica is at a stage in her career where she is looking to give back to the community. She believes the Shaw Centre for the Salish Sea is an

organization where she can continue to channel her passion for STEM. Jessica is familiar with the SSCS mission and values; having been a regular visitor over the years with her now grown daughters.

Kylee Pawluk - Dr Pawluk has an extensive background in Marine Biology and Ecology, graduating with a Masters and a PhD with a marine ecology focus. Kylee has a history of being involved with several well-known non-profits including Bamfield Marine Sciences Centre and Strawberry Isle Marine Research Society (SIMRS). In 2018, Kylee was appointed Regional Projects Coordinator for the Marine Plan Partnership for the North Pacific Coast (MaPP), a collaborative marine planning partnership between 17 member First Nations and the province of BC.



Kylee is passionate about communicating scientific knowledge to the public and stakeholders; having given presentations at the Pacific Rim Whale Festival, UVic Speakers Bureau, and co-taught a marine ecology course for the Coastal First Nations Guardians. Kylee has spent countless hours as a researcher both above and below the water; as a science staff member on board Canadian Coast Guard Research Vessels, and as a Scientific Diver for the Smithsonian Institute surveying spawning corals.

Kylee appreciates the SSCS for the opportunity it provides visitors to explore the diversity of life in our waters.

Heather Priest - After being born and raised in a landlocked industrial city in the UK., Heather yearned to live on the coast. Her annual trip to the coast was the most important and influential times of her life.

After attending art school and graduating as a Registered Nurse, she decided it was time to travel. Shortly after graduation, she emigrated to Canada, and in coastal BC found a different world than the one she left. She spent as much time on the ocean as she could, kayaking, sailing, paddling with the Squamish Nation (Dragon Boat racing and outrigger).

Heather and her young daughter spent many happy hours learning about ocean life at the Vancouver Aquarium, so when she relocated to Sidney, she was intrigued to learn more about the Shaw Centre for the Salish Sea. Heather appreciates the engagement, education and exposure that public aquariums and learning Centres can bring to the public.

Throughout her adult life, Heather has maintained her connection to the ocean through various volunteer commitments including coordinating the North Vancouver Great Canadian Shoreline Cleanup, volunteering with the Peninsula Streams Society and working as a Herring Spawning Enhancement Volunteer through the World Fisheries Trust.

Heather is honoured to help the Centre work toward maintaining its values and achieving its goals in its second decade and looks forward to sharing her enthusiasm and energy to this valuable cause.



Annex 6: New Marine Centre Society Board of Directors for 2022/23 (AGM Agenda Item

No.10) **New Marine Centre Society Board of Directors 2022/23**

Board Member
Lane, Allan - President
Wood, Lesley - Vice President
Liversedge, Brian - Treasurer
Culbertson, Stuart - Secretary
Doig, Jessica
Kylee, Pawluk
Patterson, Lorraine
Poushinsky, Nick
Priest, Heather
Quinn, Robyn
Reidlinger, Taylor
Tulip, Danny

*Finn, Pauline - **Executive Director**

*Garnett, Scott - **Town of Sidney Councilor Liason**

*TEMOSSEN, Charles W. Elliott - **Cultural Advisor**

*Non-voting board members.



Special Resolution - Revised Society Constitution and By-laws

Resolution: *Revisions and updates to the Constitution and By-laws of the New Marine Centre Society (NMCS) as endorsed by the NMCS Board of Directors and presented to the Annual General Meeting of the NMCS (November 14, 2023) are approved by the NMCS members.*

Background:

The Constitution and by-laws of the New Marine Centre Society (NMCS) were last reviewed in 2016 with revisions approved by members at the NMCS Annual General Meeting (AGM) of December 13, 2016. This review was primarily associated with revisions in the *BC Societies Act* and the need for the NMCS to conform with this Act.

Given the time elapsed since the last review, the Board of Directors asked the Governance Committee to review and propose any updates or revisions in the NMCS Constitution and By-Laws for consideration by members. Under the current framework (By-Laws Sec. 12.1), the constitution and by-laws may be amended by a special resolution approved by the Members. The Committee proposed a revised Constitution and By-Laws which were endorsed by the Board of Directors on September 26, 2023 for submission via special resolution to the NMCS members at the November 14, 2023 AGM.

Highlights of proposed revisions:

Several minor revisions have been proposed to update processes and practices along a number of key themes – summarised as follows:

1. **Terms of Appointments Directors (Sec. 5.4) and Officers (Sec. 4.5):** Clarifies the terms of appointments and conditions around the extension of appointments beyond defined terms. They obligate the Board to consider whether “a needed skill-set and experience is not presently represented on the Board” when considering extending director’s terms beyond the initial appointment (2 years) and re-appointment (4 years) terms or extending officer’s terms beyond the initial appointment (2 years) and re-appointment (2 years) terms. Such extensions would “normally be no more than one year”. The proposed change represents an improved governance practice as the current practice on beyond-term extensions does not set conditions for such extensions beyond the discretion of the Board.

2. **Maximum number of Directors (Sec. 5.1):** Raises maximum number of directors from 13 to 15 members to facilitate the recruitment of a more inclusive roster of directors and a broader range of backgrounds and experience.
3. **Working Groups and Advisory Groups (Sec. 6.3):** Authorizes the Board to establish Working Groups and Advisory Groups to support the NMCS's work. These groups can include non-members of the Board of Directors – enabling a broader range of expertise and perspective to be brought to bear on the NMCS's work. Changes complement the Board's authority to establish standing committees of the Board (which presently include Executive, Finance and Governance committees) and matches Executive Director's authority in practice to establish Working Groups and Advisory Groups.
4. **Duties of Officers (Sec. 4.4 c iii):** Clarifies role of Secretary in preparing minutes. Limits required preparation of minutes to Board of Directors meetings and AGM – hence, does not extend to minutes of Board committees, working groups and advisory groups
5. **Salish Sea Regional Reach (Sec. 1.4; Sec. 13.1):** – Changes recognize that the scope of the NMCS can and does extend beyond the Saanich Peninsula to the wider Salish Sea ecosystem - both in respect of operations and programs (Sec. 1.4) and provisions for distribution of assets in the event of dissolution of the Society

Stuart Culbertson
Secretary, New Marine Centre Society
November 14, 2023

NEW MARINE CENTRE SOCIETY

CONSTITUTION OF THE NEW MARINE CENTRE SOCIETY

1. The name of the Society is the New Marine Centre Society (“the Society”)
2. The Purposes of the Society are to:
 - a. *Operate a unique public facility or facilities to foster an appreciation of the Salish Sea Bioregion;*
 - b. *Be a valued community organization; and*
 - c. *Undertake such other activities which from time to time may be deemed appropriate in pursuing the above purposes*

BYLAWS OF THE NEW MARINE CENTRE SOCIETY

PART 1 – INTERPRETATION

1.1 In these By-Laws, unless the context otherwise requires:

- (a) “Board” means the Board of Directors of the Society;
- (b) “Director” means a director of the Board of the Society;
- (c) “Centre” means the Shaw Centre for the Salish Sea located in the Town of Sidney, British Columbia, or such other centres or programs operated within the Salish Sea Bioregion as the Board may from time to time direct, having regard to any necessity for the members to amend the Constitution of the Society;
- (d) “Member” means member of the Society;
- (e) “Society” means the New Marine Centre Society;
- (f) Words importing the singular include the plural and vice versa, words importing the female person include a male person and vice versa.
- (g) “Consent resolution” means a directors’ resolution that may be passed without a meeting

1.2 The definitions in the Act apply to these Bylaws.

1.3 The Society shall ensure at all times that it operates as a Society as defined in the Society Act (British Columbia), and that all of its purposes shall be carried out on an exclusively charitable basis, and without purposes of gain for its members.

1.4 The operations of the Society are to be primarily carried out on the Saanich Peninsula

1.5 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act, or the regulations, as the case may be, prevail.

PART 2 – MEMBERSHIP

2.1 A person may apply for membership in the Society, and the person becomes a member on the directors' acceptance of the application

2.2 Every Member shall uphold the constitution and comply with these by-laws.

2.3 Members shall pay a current annual Membership fee, in cash, or in kind for service. The Board shall determine the fee payable by Members and determine what services are acceptable in-kind.

2.4 All Members aged 13 and above and in good standing are voting Members.

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other debt owing by the member to the Society, and the member is not in good standing for so long as the debt remains unpaid.

2.6 A Member ceases to be a Member:

(a) By delivery of a resignation in writing to the President or Secretary, either personally or by mailing or delivering it to the address of the Society;

(b) When Membership fees become six months in arrears;

(c) On death; or

(d) When the Member is expelled.

2.7 A voting member who is not in good standing may not vote at a general meeting.

2.8 Any Member may be expelled from the Society by a two-thirds vote of the Board.

2.9 Before a member is disciplined or expelled, he or she should receive written notice including reasons and be given a reasonable opportunity to make representations to the Society.

PART 3 – ANNUAL AND SPECIAL GENERAL MEETINGS

3.1 At least fourteen days (14) notice of the date, time, and place of any general meeting of the Society shall be given to all Members. Written notice may be given by mail or by electronic means. A statement of the business to be considered at the meeting shall accompany the notice. If a special resolution is to be presented, a copy of the resolution shall accompany the notice.

3.2 Accidental omission to give notice of a meeting does not invalidate the meeting proceedings.

3.3 An Annual General Meeting will be held within each calendar year

3.4 The following business shall be transacted at Annual General Meetings:

(a) Presentation of the Minutes of the last Annual General Meeting;

(b) Presentation and consideration of the Financial Statements, the Treasurer's Report, the Auditor's Report, and the President's report, and such other reports as the President shall determine;

- (c) Presentation of the nominations for the Board and elections for Directors to come into effect at the conclusion of the meeting;
- (d) Appointment of an Auditor;
- (e) Consideration of special resolutions; and
- (f) New business.

3.5 Proposals for consideration at the next AGM may be put forward by members as long as at least 5% of the membership support the proposal.

3.6 Other relevant matters may be brought forward for discussion and, by motion, may be referred to the Board for consideration.

3.7 In addition to Annual General Meetings, the Society may hold Special General Meetings.

3.8 A majority of Directors may call Special General Meetings.

3.9 The Board shall call a Special General Meeting on the written request of 10% of the voting Members. The request shall state the reason or reasons for the meeting, which should be directly related to the purposes of the Society as set out in the Constitution. Such a requested meeting shall be held within 21 days of receipt of the request. At a Special General Meeting the only business that may be considered is that stated in the notice of the meeting.

3.10 At all Annual or Special General Meetings a quorum is seven Members present. No business other than adjournment or termination of the meeting shall be considered when a quorum is not present.

3.11 All Members shall be entitled to vote at all Annual or Special General Meetings. Proxy voting is not allowed.

PART 4 – OFFICERS

4.1 The officers of the Society (“Officers”) shall be elected for a two-year term by the Directors at a meeting to be held as soon as practical immediately after the Annual General Meeting. When the President’s term does not continue following the AGM, the meeting shall be called to order by the Society Executive Director or his/her representative for the purpose of appointing a Chair for the meeting to elect the President.

4.2 The Officers of the Society shall be the:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer;

all of whom must also be Directors, and all of whom shall cease to be Officers, if they cease to be Directors.

4.3 A director may hold more than one position described in Section 4.2 excepting the combination of President and Vice-President.

4.4 Duties of Officers:

(a) The President is the chief executive officer of the Society and shall preside at all meetings of the Society and is also ex-officio and voting member of all other committees struck by the Board.

(b) The Vice-President shall carry out the duties of the President during the President's absence and shall render assistance to the President.

(c) The Secretary shall be responsible for:

i) The correspondence of the Society;

ii) Ensuring the issuance of notices of meetings of the Society and the directors

iii) Preparation of the Minutes of all Board of Directors meetings and the Annual General meeting of the Society

iv) Ensuring that the records of the Society are available, made, and kept in accordance with the Act, other than those which are the responsibility of the Treasurer, at the address of the Society for the prescribed period of time.

(e) The Treasurer shall be responsible for:

i) Ensuring the financial records, including books of account, necessary to comply with the Act, are made, kept and available.

ii) The investment of surplus or accumulated monies in such manner as the Board shall authorize;

viii) Rendering financial statements to the Directors, members and others when required.

iii) The provision of financial statements to the Members and others when required and approved by the Board.

Nothing in this provision shall prevent the Society from retaining such accounting or bookkeeping services as may be necessary to keep the financial matters of the Society in good and proper order.

4.5 The Officers of the Society normally shall be elected by the Board for two-year terms ending at the conclusion of the Annual General Meeting. An Officer is normally eligible for a two-year reappointment only once. However, when the Board recognizes a needed skill set and experience is not presently represented on the Board, an officer could be invited to serve for an extended period. While the terms of such extensions shall be at the Board's discretion, extensions would normally be for no more than one year, requiring the Board to reconsider and repeat the invitation annually if it so wishes.

4.6 The directors, at a properly convened meeting of the Board or by consent resolution appoint a director to an office, when vacant. The appointee will hold office until the conclusion of the Annual General Meeting. If the period to the next AGM is three months or less this would not be counted as the first of a two-year term.

PART 5 – BOARD OF DIRECTORS

5.1 There shall be a Board of Directors of the Society. It shall consist of not less than seven or more than fifteen Directors elected from and by the membership. No more than 49% of directors may be in receipt of remuneration under Section 5.8.

5.2. One of the designated number of Board voting members shall be elected by and from amongst the register of current volunteers within the Centre, who are also members of the Society.

5.3 Current employees of the Centre, who are also members are barred from being directors through election.

5.4 The Members shall elect the Directors of the Board for two-year terms. A Director is eligible for re-election twice. However, when the Board recognizes a needed skill set and experience is not presently represented on the Board, a member could be invited to stand beyond this term. While the terms of such extensions shall be at the Board's discretion, extensions would normally be for no more than one year, requiring the Board to reconsider and repeat the invitation annually if it so wishes.

5.5 In the absence of a specific invitation as specified in Section 5.4, a Director may be re-elected after serving six consecutive years providing that person has not served as a Director for two years.

5.6 All directors must be qualified as defined by the Societies Act.

On election or appointment, each director must confirm in writing she or he is qualified, willing to perform the role and read, understand, and accept the responsibilities laid out in the Act and these Bylaws, before participating in any Board meeting.

5.7 No Officer, Director, or Member of the Society shall be remunerated for acting as such, but an officer, Director or Member, may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

5.8 An Officer, Director or Member may receive remuneration for services provided to the Society in another capacity.

5.9 The affairs of the Society including the Centre shall be controlled by the Board, whose duty it shall be to formulate the general policies for the operation of the Centre, and for the care, custody and control of all Centre properties and records. The Board shall render, at least once a year, a report of the operation of the Centre to the Members of the Society.

5.10 The Board shall meet at the call of the President. The President shall Chair all meetings of the Board

5.11 A quorum for the transaction of business at a meeting of the Board shall be a majority of the Directors.

5.12 A Director may participate in meetings in person, by telephone or electronic link.

5.13 When an elected or ex-officio member of the Board has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction of the Society, or a matter that is to be the subject of consideration by the Directors, that person must disclose fully and promptly the nature and extent of the interest and leave the meeting unless asked by the Directors to be present to provide information. If asked to be present that person should refrain

from any action intended to influence the discussion or vote or indeed participate in any related vote.

5.14 Where a direct or indirect material interest has been disclosed it should be recorded in the minutes of the meeting along with the action taken, or consent resolution of Directors or a record addressed to the Directors as specified by the Act.

5.15 At a Board meeting, all Directors of the Society shall be entitled to vote excepting where there is a conflict of interest (Section 5.13). In the case of an equality of votes, the President shall not have a casting or second vote.

5.16 The Directors present at a properly convened meeting of the Board, or through a consent resolution, may fill a vacant directorship by appointing a member who will act as Director until the conclusion of the next Annual General Meeting. If the period to the next AGM is three months or less this would not be counted as the first of a two-year term.

PART 6 – STANDING AND OTHER COMMITTEES

6.1 There shall be Standing Committees that shall be responsible for carrying out such duties as may be allocated by the Board in a properly convened meeting or by consent resolution.

6.2 The President shall appoint Chairs of the Standing Committees and their members. The Chairs of the Standing Committees shall report to the President and the Board.

6.3 The Board can appoint Working Groups and Advisory Groups as needed to take on specified tasks. Working groups and Advisory Groups and their Chairs shall be appointed by the President and shall include at least one Director in their membership. Individuals who are not Directors of the Society but bring expertise to the task can be invited to join Working or Advisory groups as members.

PART 7 – SUSPENSION OR TERMINATION OF OFFICERS AND DIRECTORS

7.1 Any Director may be suspended from office or have their tenure of office terminated by a vote carried by two-thirds of the Board.

7.2 A Director whose office is terminated by the Board pursuant to Section 7.1 of these by-laws shall automatically cease to be a Director, Officer and Member of the Society without further action of the Board, or other Members.

7.3 A Director ceases to be a member of the Board if they miss three consecutive, regular meetings of the Board without obtaining the prior consent of the Board.

7.4 A Director who ceases to be a member of the Board pursuant to Section 7.3 of these by-laws shall automatically cease to be a Director and Officer without further action of the Board, or other Members excepting that described in Section 7.5.

7.5 Whereas a director or officer is suspended or terminated under Sections 7.1, 7.2, 7.3 and such suspension or termination will only be effected once the officer or director is so notified in writing by the President; or at some future date and time, or the occurrence of a specified event, if specified in the written notice.

7.6 In the event that a director wishes to resign from the role, such resignation only comes into effect once the director has notified the President of the act in writing; or the intention at some future date and time, or the occurrence of a specified event, if specified in the written notice.

PART 8 – SOCIETY EXECUTIVE DIRECTOR

8.1 The Executive Director is the senior manager of the Society and as such carries the responsibilities laid out in the Act.

8.2 The Executive Director is employed by the Society to manage its activities and internal affairs; as the Society's senior manager, the Executive Director reports to the Board of Directors and is responsible to it for ensuring that the Society meets its legal and fiduciary responsibilities.

8.3 The Executive Director shall be remunerated in his/her capacity as such, and not in the capacity of a Member of the Society.

8.4 The Executive Director shall be a non-voting ex-officio member of the Board

8.5 The employment of the Executive Director may be terminated by a two thirds majority decision of the Board.

PART 9 – RECORDS

9.1 The Society will keep the records of the Society for at least 10 years in accordance with the current BC Societies Act

9.2 A member can inspect any record specified in the Act and any portion of the minutes of a meeting of directors or of a consent resolution that contains a disclosure of interest.

9.3 A Director can, without charge, inspect any record that the Society is required to keep.

9.4 Use of contact information obtained from an inspection of the register of directors is limited to matters related to the activities or internal affairs of the Society.

PART 10 – BORROWING

10.1 On the recommendation of the Board, and with a special resolution of the Members, the Society may raise or borrow any sum or sums of money for the purposes of the Society, either at one time or from time to time, and at such rate of interest, and in such manner and form, and upon such security as shall be specified in such special resolution and, for this purpose, the Society may mortgage, pledge, hypothecate and charge all or any part of the property of the Society now held or hereafter to be acquired.

PART 11 – SIGNING AUTHORITIES

11.1 The parties authorized to sign for the Society include any two of the following parties:

a) President or Vice-President;

b) Treasurer;

c) Secretary;

d) Society Executive Director;

e) or a person authorized to act in this capacity by the Board.

11.2 Two authorized signatures will be required for all banking transactions.

PART 12 – AMENDMENTS

12.1 The constitution and by-laws may be amended by a special resolution approved by the Members.

PART 13 – DISTRIBUTION OF ASSETS IN THE EVENT OF THE DISSOLUTION OF THE SOCIETY

13.1 Upon dissolution of the Society, and after payment of all debts and liabilities, the assets remaining shall be given or transferred to such other non-profit charity organizations whose goals are aligned with those of the Society as the Society may direct.

**SUBMITTED FOR APPROVAL BY THE MEMBERSHIP AT THE SOCIETY'S ANNUAL GENERAL MEETING –
NOVEMBER 14, 2023**

THE NEW MARINE CENTRE SOCIETY

Financial Statements

For the Year Ended May 31, 2023



Baker Tilly Victoria Ltd
Chartered Professional
Accountants
T: 250.386.0500
F: 250.386.6151

Uptown:
3551 Uptown Blvd
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Victoria, BC
V8Z 0B9

Westshore:
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Suite 218
Victoria, BC
V9B 0A5

Sidney:
9764 Fifth St
Unit 7
Sidney, BC
V8L 2X2

INDEPENDENT PRACTITIONERS' REVIEW ENGAGEMENT REPORT

To the Members of The New Marine Centre Society

We have reviewed the accompanying financial statements of The New Marine Centre Society (the "Society") that comprise the statement of financial position as at May 31, 2023 and the statement of revenues and expenditures, changes in net assets, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian Accounting Standards for Not-For-Profit Organizations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioners' Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these financial statements.



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INDEPENDENT PRACTITIONERS' REVIEW ENGAGEMENT REPORT (continued)

Basis of Qualified Conclusion

In common with many charitable organizations, the Society derives revenue from donations, the completeness of which is not susceptible to us obtaining evidence we considered necessary for the purpose of the review. Accordingly, the evidence obtained of these revenues was limited to the amounts recorded in the records of the Society. Therefore, we were not able to determine whether any adjustments might be necessary to donations revenue, deficiency of revenues over expenses, and cash flows from operations, and current assets and net assets as at May 31, 2023 . Our review conclusion on the financial statements for the year ended May 31, 2023 was modified accordingly because of the possible effects of this limitation in scope.

Qualified Conclusion

Based on our review, except for the possible effects of the matter described in the Basis for Qualified Conclusion paragraph, nothing has come to our attention that causes us to believe that the financial statements do not present fairly, in all material respects, the financial position of The New Marine Centre Society as at May 31, 2023, and the results of its operations and its cash flows for the year then ended in accordance with Canadian Accounting Standards for Not-For-Profit Organizations .

Emphasis of Matter - Restated Comparative Information

We draw attention to Note 13 of the financial statement, which explains that certain comparative information presented for the year ended May 31, 2022 have been restated. Our opinion is not modified in respect of this matter.

Baker Tilly Victoria Ltd.

CHARTERED PROFESSIONAL ACCOUNTANTS

Victoria, B.C.

November 14, 2023

The New Marine Centre Society

Statement of Financial Position

As at May 31, 2023

	2023	2022
	\$	\$
Assets		
Current Assets -		
Cash and short term deposits	438,535	488,023
Restricted cash (note 3)	38,499	54,605
Accounts receivable	5,811	8,086
Inventory	52,751	33,215
Prepaid expenses	1,016	4,180
	536,612	588,109
Property, Plant and Equipment (note 5)	1,302,478	1,414,075
	1,839,090	2,002,184
Liabilities		
Current Liabilities -		
Accounts payable	42,764	74,755
Goods and services taxes payable	5,315	1,905
Provincial sales taxes payable	672	518
WCB payable	1,568	1,831
Deferred contributions (restricted) (note 6)	36,935	51,130
Deferred capital contributions (restricted) (note 8)	1,564	3,475
Deferred revenue (unrestricted)	23,521	6,247
Current portion of Canada Emergency Business Account Loan (note 7)	40,000	-
	152,339	139,861
Amounts Held In Trust	9,590	9,590
Canada Emergency Business Account Loan (note 7)	-	40,000
	161,929	189,451

The New Marine Centre Society

Statement of Financial Position

As at May 31, 2023

	2023	2022
	\$	\$
Net Assets		
Operating Fund	200,000	200,000
Equity in Capital Fund	1,302,478	1,414,075
Capital Reserve Fund	174,683	198,658
	1,677,161	1,812,733
	1,839,090	2,002,184

SIGNED ON BEHALF OF THE BOARD:

Director

The New Marine Centre Society

Revenues and Expenditures

For the Year Ended May 31, 2023

	2023	2022
	\$	\$
Revenue		
Admissions and rentals	658,699	542,919
Donations and grants	134,187	195,114
Gift shop sales, net of cost(note 9)	93,059	49,684
Memberships	127,381	114,905
Operating grant - Town of Sidney	205,000	205,000
Other revenue	23,444	17,799
	1,241,770	1,125,421
Expenditures		
Accounting and legal	14,741	15,323
Aquarium costs	39,183	34,297
Credit card charges	19,790	15,945
Education costs	21,910	23,207
Fundraising costs	13,410	1,892
Insurance	27,950	25,370
Interest and bank charges	1,950	2,521
Maintenance costs	104,968	79,443
Marketing	18,185	13,481
Oceaneer expenses	8,974	6,860
Office	21,785	41,764
Special projects	8,364	1,096
Telephone and utilities	87,021	81,310
Travel and automotive	1,133	1,191
Wages and benefits	814,020	711,450
	1,203,384	1,055,150
Excess of Revenues Over Expenses from Operations	38,386	70,271
Other Expenses -		
Amortization	173,958	161,933
Deficiency of Revenues Over Expenses	(135,572)	(91,662)

The New Marine Centre Society

Statement of Changes in Net Assets

For the Year Ended May 31, 2023

	Operating Fund	Capital Reserve Fund	Equity in Capital Fund	2023 \$	2022 \$
Net Assets - Beginning of Year	200,000	198,658	2,176,167	2,574,825	2,603,492
Prior period adjustment (note 13)	-	-	(762,092)	(762,092)	(699,097)
Net Assets - Beginning of Year (restated)	200,000	198,658	1,414,075	1,812,733	1,904,395
Amortization	-	-	(173,958)	(173,958)	(161,933)
Purchase of Property, Plant and Equipment	-	(62,361)	62,361	-	-
Excess of Revenues Over Expenses	38,386	-	-	38,386	70,271
Transfer of Operating Fund Surplus to Capital Reserve Fund	(38,386)	38,386	-	-	-
Net Assets - End of Year	200,000	174,683	1,302,478	1,677,161	1,812,733

The New Marine Centre Society

Statement of Cash Flows

For the Year Ended May 31, 2023

	2023	2022
	\$	\$
Cash Provided from (Used for):		
Operating Activities		
Deficiency of revenues over expenses	(135,572)	(91,662)
Item not affecting cash:		
Amortization	173,958	161,933
	38,386	70,271
Changes in non-cash working capital:		
Accounts receivable	2,275	(7,998)
Inventory	(19,536)	3,079
Prepaid expenses	3,164	(365)
Accounts payable and accrued liabilities	(31,991)	17,004
Deferred contributions	(14,195)	11,662
Deferred capital contributions	(1,911)	3,475
Deferred revenue	17,274	1,547
Goods and services tax payable (recoverable)	3,410	(1,075)
Provincial sales tax payable	154	183
WCB payable	(263)	274
	(3,233)	98,057
Investing Activities		
Purchase of capital assets	(62,361)	(40,719)
Net Increase (Decrease) in Cash	(65,594)	57,338
Cash - Beginning of Year	542,628	485,290
Cash - End of Year	477,034	542,628
Cash Consists of:		
Cash and cash equivalents	438,535	488,023
Restricted cash	38,499	54,605
	477,034	542,628

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2023

1 Purpose of the Society

The New Marine Centre Society is a not-for-profit organization incorporated in British Columbia under the Societies Act and is a registered charity under the Income Tax Act. The Society is a non-taxable entity. The Board is comprised of a wide spectrum of community educators, scientists and business people. The purposes of the Society are to operate a unique public facility or facilities to foster an appreciation of the Salish Sea Bioregion, be a valued community organization and undertake such other activities which from time to time may be deemed appropriate in pursuing the aforementioned purposes.

2 Summary of Significant Accounting Policies

Basis of presentation

The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations (ASNFPO).

Cash and short term deposits

Cash and short term deposits consists of cash on hand, bank balances and investments in short term, cashable GIC's.

Financial instruments

The Society initially measures its financial assets and liabilities at fair value, except for certain non arm's length transactions. The Society subsequently measures its financial assets and financial liabilities at amortized cost, except for securities quoted in an active market, which are subsequently measured at fair value.

Financial assets measured at amortized cost include cash and short term deposits and accounts receivable. Financial liabilities measured at amortized cost include accounts payable.

Inventory

Inventory is valued at lower of cost and replacement value with cost being determined on a first-in, first out basis.

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2023

2 Summary of Significant Accounting Policies (Continued)

Fund accounting

The Operating Fund reports the revenue and expenses related to the operation of the Shaw Ocean Discovery Centre.

The Equity in Capital Fund reports the capital assets of the Society less amortization.

The Capital Reserve Fund reports income from non-operating activities and holds funds for future capital purchases less any capital replacement expenditures.

Revenue recognition

The New Marine Centre Society follows the restricted fund method of accounting for contributions.

Restricted contributions related to general operations are recognized as revenue of the Operating Fund in the year in which the related expenses are incurred. All other restricted contributions are recognized as revenue of the appropriate restricted fund.

Unrestricted contributions are recognized as revenue of the Operating Fund in the year received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Revenues from rentals are recognized when the rental takes place.

Revenues from admissions, gift shop sales and memberships are recognized when received.

Volunteers contribute many hours per year to the Society (Note 10). Due to the difficulty of determining their fair value, contributed services are not recognized in the financial statements.

Donations in kind are recorded at their fair market value when the goods are received. No amount is recorded for the donated value of the leased space.

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2023

2 Summary of Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment is stated at cost or deemed cost less accumulated amortization. Property, plant and equipment is amortized over its estimated useful life at the following rates and methods:

Ocean Discovery Centre Facility	5-30 years straight-line method
Furniture and fixtures	20% declining balance method
Computer equipment	55% declining balance method

There is no amortization being taken on artwork.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period.

Management estimates relate to the useful lives of capital assets and the collectability of accounts receivable. Actual results could differ from these estimates, although management does not generally believe such differences would materially affect the financial statement in any individual year.

3 Restricted Cash

Cash in the amount of \$38,499 is externally restricted for use, as indicated in Notes 6 & 8.

4 Financial Instruments

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Society is exposed to interest rate risk on its fixed rate term deposits, although the extent of such risk is considered minimal.

It is management's opinion that the Society is not exposed to significant market currency, liquidity, or other price risks arising from these financial instruments.

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2023

5 Property, Plant and Equipment

	Cost \$	Accumulated amortization \$	2023 Net \$	2022 Net \$
Ocean Discovery Centre Facility	4,237,054	3,008,310	1,228,744	1,379,170
Furniture and fixtures	102,644	37,677	64,967	16,659
Artwork	5,513	-	5,513	4,763
Computer equipment	18,597	15,343	3,254	13,483
	4,363,808	3,061,330	1,302,478	1,414,075

There is no amortization taken on artwork.

6 Deferred Contributions

Deferred contributions represent externally restricted funding received in the current period.

Changes in the deferred contributions balance are as follows:

	Opening Balance \$	Received \$	Expenditures \$	Closing Balance \$
Canada Summer Jobs Fund	18,783	17,442	25,011	11,214
Eco Canada	-	23,880	23,880	-
M & L Farmer Seaweed (Victoria Foundation)	-	6,705	6,705	-
Pacific Salmon Foundation	5,819	-	5,262	557
Salish Weave Foundation & Town of Sidney: Coast Salish Project	8,080	-	-	8,080
Town of Sidney	17,084	205,000	205,000	17,084
Victoria Foundation (Fowlow Fund): Octopus & Animal Care	1,364	7,890	9,254	-
	51,130	260,917	275,112	36,935

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2023

7 Canada Emergency Business Account Loan Payable

	2023	2022
	\$	\$
CEBA loan received	60,000	60,000
Forgivable portion of loan included in revenue	(20,000)	(20,000)
	40,000	40,000
Current portion of CEBA loan	(40,000)	-
Total long-term portion of CEBA loan	-	40,000

The Society received the Government's Canada Emergency Business Account (CEBA) loan in response to the COVID-19 global pandemic. The loan is held at TD Canada Trust. It bears no interest and is due to be paid January 18, 2024. Should the loan not be paid back, the full loan will be converted to a term loan with an annual interest rate of 5% payable in monthly instalments and due December 31, 2026. The Society is fully intent on repaying the loan before the afore-mentioned repayment deadline.

8 Deferred Capital Contributions

Deferred capital contributions represent externally restricted contributions related to the acquisition of capital assets. These contributions are recognized as revenue on the same basis as the amortization expense related to the capital assets acquired. Changes in the deferred capital contributions balance is as follows:

	Opening Balance	Additions	Amortization	Closing Balance
	\$	\$	\$	\$
Computer equipment	3,475	-	1,911	1,564

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2023

9 Gift Shop

	2023	2022
	\$	\$
Gift shop sales	217,206	144,183
Cost of sales	(124,147)	(94,499)
Gross shop sales, net of cost	93,059	49,684

10 Volunteer Hours

The ongoing operations of the Society are greatly assisted by the generous donation of time by around 140 listed volunteers. The value of this donation of time at a conservative rate of 16.75 per hour would be \$107,954 (2022 - \$81,787 at \$15.65 per hour).

11 Victoria Foundation Endowment

During the 2012 fiscal year, the Society was invited to establish a permanent endowment fund with the Victoria Foundation. The Ocean Discovery Fund will be held in perpetuity by the Foundation and a portion of the income earned by the fund will be returned to the Society to support activities as determined by the Board. An initial contribution of \$7,500 from funds already held by the Society for endowment purposes was transferred to the Victoria Foundation and matched equally by the Foundation. In 2013 & 2014, the Society made a further contribution of \$2,500 in each year and a further \$5,000 in 2018, to which the Foundation provided matching contributions. The market value of the endowment funds held by the Foundation at June 30, 2023, including earned interest, is \$50,760. These funds are not included on the Statement of Financial Position. Future donations designated to this permanent fund to support the Society will be welcomed by the Victoria Foundation.

12 Premises Lease

The Society has a lease agreement (dated September 1, 2007) with the Town of Sidney for use of town-owned space in The Sidney Pier Hotel and Spa (approximately 10,000 square feet), at a rate of \$5.00 for 20 year term. No amount is recorded for the donated value of the leased space.

The New Marine Centre Society

Notes to Financial Statements

For the Year Ended May 31, 2023

13 Prior Period Adjustment

In order to comply with Section 4433 of the Chartered Professional Accountants for Not-for-Profit Organizations Handbook, the Society corrected an error in presentation related to the amortization period of the Ocean Discovery Centre Facility. The Society historically did not consider the entire value of the facility when depreciating over its useful life. The following adjustments were made by the Society to correct the comparative figures:

	2022	Adjustment	2022 (restated)
	\$	\$	\$
Property, Plant & Equipment	2,176,167	(762,092)	1,414,075
Net assets - beginning of year	2,603,492	(699,097)	1,904,395
Net Assets - end of year	2,574,825	(762,092)	1,812,733

14 Employee Remuneration

The British Columbia Societies Act requires the disclosure of remunerations paid to all directors, the ten highest paid employees and all contractors who are paid over \$75,000 annually. During the year the Society paid total annual remuneration greater than \$75,000 to one employee. The total amount paid was \$78,462.

15 Comparative Financial Statements

Certain comparative figures have been reclassified to be consistent with the presentation adopted in the current year.

Prepared by Pauline Finn, Executive Director

1. Financial Performance ('000)

a. Income

- net income of **\$38K (plan for a break even result)** before Capital Investment
- Capital Investment of **\$62K (plan \$55K)**
- strong return of programs, group visits, school programs and facility rentals
- better than plan earned revenue all areas (admissions, Salish Sea Store, membership, programs & facility rentals) with notable growth in Salish Sea Store sales
- below plan contributed revenue (donations, community & government grants & corporate support)

2. Community Impact

a. Attendance

- **70,173** visitors to the Centre (56,321 21/22 FY)
- **5,763** members @May 31 2023 (4,940 @ May 2022)

Attendance Results Jun 1 2022 to May 31 2023				
	2018/19	2021/22	current 2022/23	
	actual	actual	plan	actual
attendance AT Centre	70,000	56,321	67,500	70,173
outreach & partner events	-	2,254	-	2,300
TOTAL REACH	70,000	58,575	67,500	72,473

b. Community Impact

- **140** active volunteers donated **6,445** hours of time (21/22 FY results = 123 and 4,741 hours)
- **54** outreach activities reached **2,300** participants (21/22 FY results = 23 activities reaching 2,254 participants)
- **45** school programs reaching 1,200 participants (following a two-year hiatus due to COVID)
- supported the Bamfield Marine Science Centre by conducting a technical assessment of their Life Support Systems

c. Digital Engagement

Manage existing digital channels in service to mission and attendance targets.

- **3,770** Instagram followers
- **5,400** Facebook followers
- **12,500** newsletter subscribers

3. Animal Care & Conservation

Successfully manage current conservation programs

- Chinook salmon (Jun) & giant Pacific octopus releases (Jun & Jan)
- viral disease in cohort of juvenile Chinook salmon carefully and ethically managed (Sep)
- supported broodstock selection for the Sooke Salmon Enhancement Society (Oct)

Contribute (as resources permit) to research & community conservation

- ocean acoustics sound study conducted at the Centre with Bamfield Marine Station researchers (Jul)
- Giant Red Sea cucumber aging study conducted at the Centre with Pacific Biological Station scientists (fall)
- Dungeness Crab Larval conservation & eDNA studies with Hakai Institute's Sentinels of Change program (ongoing)

4. Maintenance & Facility Investment

Complete identified, priority capital projects as resources permit

- further feature gallery enhancement work completed (walls constructed, lighting and hanging system installed) (Sep)
- new, internally created exhibition *Seaweed: Mysteries of the Amber Forest* (Oct)
- full upgrade of audio visual system serving the Main Gallery projection system & soundscape throughout the facility
- acquired Life Support pump replacement kit (compatible with the 3, large format pumps driving the open salt water system) and three back-up chiller units use for closed system habitats.



2023 AGM BOARD NOMINATIONS

CURRENT TEAM APPOINTMENTS

The following, current board are mid-term in their service to the Society and will continue their service to the Society as Board Members:

- Heather Priest (mid-1st term)
- Kylee Pawluk (mid-1st term)
- Stuart Culbertson (mid-3rd term)

The following, current board members have agreed to continue their service and put their name forward:

For a second, two year term:

- Brian Liversedge
- Taylor Redlinger

For a third, two year term:

- Allan Lane
- Nick Poushinsky

For an additional, one year term:

- Danny Tulip – who has completed three, two year terms of service
The Board (as per our ByLaws) sees great value in Danny's financial management skills.
- Lorraine Patterson – who has completed one, two year term of service as Oceaneer.
The Board (as per our ByLaws) would like to extend Lorraine's service to further the work of the newly created IDEA Working Group.

Throughout the Society year, both Robyn Quinn and Jessica Doig stepped down from their roles.

NEW BOARD NOMINATIONS

Public, board member recruitment was held from Aug 15 to Sept 15 2023. Twelve quality candidates applied. While the majority of the submissions were from the local, south Vancouver Island community, applications were also received from further afield [Metro Vancouver (2) and Calgary (1)].

The Centre's Governance and Executive/Finance Committees jointly reviewed applicants, conducted interviews and are presenting four nominees at the AGM.

These individuals are current members of the Society and have confirmed that they are not disqualified from being a director.

- Alyssa Allchurch
- Bailey Salvador
- Laurie Henderson
- Samantha Loo



ALYSSA ALLCHURCH (SHE/HER)

Alyssa is a marine ecologist who was raised in treaty 7 territory and has a passion for education and all things seaweed. After completing her bachelors in 2017 she moved abroad to work as a dive instructor and marine biologist for an organization that taught marine managers and students about conservation and marine science techniques. After working in Thailand, Indonesia and Mauritius Alyssa moved to the west coast in 2020 and began volunteering at the Center for the Salish Sea as a volunteer naturalist and intern aquarist. She started her masters in 2021 working with the Kwakiutl Nation to understand the impacts of kelp harvest in their territory. This collaborative project fostered a lifelong love of kelp and a deep appreciation for the lands and waters on which she has been lucky to learn and grow.

Currently Alyssa is working towards her PhD looking at the impacts of kelp encrusting bryozoans on 15 First Nations territories up and down the coast. She is at her happiest when diving through a kelp forest, running down a beach or teaching someone a cool ocean fact. She is grateful for the opportunity to join the board of directors at the Center for the Salish Sea and strives to foster kindness, curiosity and collaboration within the broader community through her time there.



BAILEY SALVADOR (SHE/HER)

Bailey grew up in North Saanich, graduating from Parkland Secondary School in 2008. She holds a Bachelor's Degree in Business Administration (Accounting Major) and received her Chartered Professional Accountant (CPA) designation in 2017. Bailey started out her career in public practice working for the local Sidney firm of Hughesman Morris Liversedge CPAs. She now works in the construction industry as Financial Controller for the Knappett Group of Companies.

As a long time resident of Sidney, Bailey has enjoyed watching the town grow and rejuvenate its small-town charm in recent years – the Sidney Waterfront and Shaw Centre for the Salish Sea being a large part of that. She is looking forward to getting more involved in her community and helping the Centre achieve its strategic goals as it enters its second decade of operations.

Bailey has a passion for travel and exploring the world but believes there is no place quite like Vancouver Island and is grateful to call it home. On the weekends you can find her hiking, camping, and enjoying all that our beautiful coastline and forests have to offer.



LAURIE HENDERSON (SHE/HER)

Laurie relocated to Sidney in 2022, after spending over 35 years working, raising a family, and recreating in the Yukon. Laurie was legal counsel specializing in natural resource management for much of this time, providing legal support and advice to the Yukon government for over two decades. Prior to this, as a sole practitioner, she acted as counsel for a number of Yukon First Nations who had settled land claim agreements and were establishing resource management regimes. This work built upon her background in the environmental and conservation field and frequently drew upon her previously obtained B.Sc. in Zoology and Masters' degree in Environmental Science.

Laurie is no stranger to the island, having completed a law degree at the University of Victoria and vacationing here many times over the years, and is happy to be able to return here semi-retired. She started volunteering at the Centre several months ago and always looks forward to her usual Thursday shift as a Oceaneer Volunteer. Each week brings new information and an opportunity to see something new, whether it is the flicking fans of the barnacles, prickle backs fighting for hiding spots in the eel grass or the wolf eels gracefully emerging from their dens to scarf a shrimp.

Kayaking and hiking, and even a little pickleball now, are important to Laurie, as is spending time with her daughter and young grandson, who have both joined her on the island.



SAMANTHA LOO (SHE/HER)

Growing up near a salmon spawning stream in Coquitlam, BC sparked Samantha's interest in marine biogeography. She is a recent UBC graduate that researched various topics in environmental and sustainable geography.

Learning spaces like aquariums, provided her with a safe and inclusive space to learn and grow in. She has a passion for creating similar learning spaces for others, currently working as a climbing instructor and in STEAM educational awareness for a professional regulatory body.

She lives, works, and plays on the traditional, ancestral and unceded lands of the k̓w̓ik̓w̓əłəm First Nation. Samantha is extremely excited to have the opportunity to be a board member at the SCSS, and to spend the next couple of years learning about the Salish Sea bioregion.