

75th Annual and Special Meeting

New Fort Hall
Hotel X
Toronto, Ontario

Sunday, March 1, 2020
9:00 am – 9:30 am

Chair of the Board: Brad Kramble

1. Chair's Welcome & Call to Order

Brad Kramble, Chair of the Board, welcomed Directors and members to the 75th Annual and Special Meeting of Restaurants Canada. The Chair validated that quorum was met and then called the meeting to order.

2. Minutes of the Last Meeting

Secretary Scot McTaggart reviewed the minutes of the 74th Annual Meeting held on February 24th, 2019.

MOTION

It was moved by Scot McTaggart and seconded by Darren Carter that the minutes be approved as presented.

CARRIED

3. Treasurer's Report

Financial Statements

On behalf of the Treasurer, Nicolas Filiatrault confirmed that both fiscal years' financial statements were made available electronically when the notice of meeting was issued.

Mr. Filiatrault reminded everyone that 2018 was a short reporting year of nine months as Restaurants Canada changed its year-end from December 31st to September 30th, and the financial statements therefore were reporting the current twelve month period against the preceding nine month period.

The Restaurants Canada 2019 fiscal year was a continuation of the strategic plan of extending its reach, relevance and impact within the foodservice industry. Both the RC Show and Media Centre continued top line growth. He also noted that the modernization of the membership fee structure, which better handled the size range and character of the membership, also provided an explicit contribution to the Advocacy Fund that was launched in 2017.

The RC Show's net contribution was impacted by the increase in minimum wage by \$72,000, additional unplanned costs of commission payouts to support topline growth, and the implementation of the Restaurant of the Future. Membership Revenues saw growth over prior twelve months by \$61,000, but fell short against the 2019 plan by \$239,000.

Returns on Restaurants Canada's investment pool were negatively impacted by \$110,000 vs plan by general market trends.

The year 2019 saw a number of corporate structure activities. Restaurants Canada repatriated the Canadian Hospitality Foundation (CHF), and explored future acquisitions. Restaurants Canada also invested in a review of its corporate structure to better preserve its not-for-profit status while allowing for future diversification. Total one-time costs of \$122,000 were invested in these initiatives.

Groupepex Canada, a subsidiary of Restaurants Canada, is reported in Restaurants Canada financials on the equity basis. Groupepex had a loss for the twelve months ended September 30, 2019, which resulted in a negative \$166,000 impact to Restaurants Canada's results relative to its Plan.

The total Restaurants Canada reported deficit of \$357,000 for 2019 would be a surplus of \$103,000 with the onetime charges and the Groupepex loss added back.

Mr. Filiatrault tabled a Motion to accept the 2019 Financial Statements.

MOTION

It was moved by Nicolas Filiatrault seconded by Bill Allen that the 2019 Financial Statements be approved as presented.

CARRIED

Approval of Auditors

Mr. Filiatrault then tabled a Motion to appoint the accounting firm of Grant Thornton as the auditors of Restaurants Canada for the 2020 Fiscal Year.

MOTION

It was moved by Nicolas Filiatrault and seconded by Guy Laframboise that the accounting firm of Grant Thornton be appointed as the auditors for Restaurants Canada for the 2020 Fiscal Year.

CARRIED

4. Chair's Report

Chair of the Board Kramble provided an overview of accomplishments and highlights during his year, and thanked the Board of Directors and the association staff for the opportunity to represent the industry and for the support provided to him during his term as Chair. He also thanked Shanna Munro and the RC team for their great work and continued support to the members and industry.

5. Nominating Committee Report

Chair of the Nominating Committee, Patrick Saurette, presented the nominations to Restaurants Canada Board of Directors, which were as follows:

- Mike Yasinski, Edmonton, Alberta
- Nicolas Filiatrault, Bois-des-Fillion, Quebec
- Jeremy Bonia, St. John's, Newfoundland
- Peter Stoddart, Saint John, New Brunswick
- Bill Allen, Aulac, New Brunswick
- Michael Conway, Toronto, Ontario
- Norman Hower, Surrey, BC
- Kent Scales, Charlottetown, PEI
- Tina Chiu, Brampton, ON
- Julie Denton, Vaughan, ON

MOTION

It was moved by Patrick Saurette and seconded by Alan Howie that the nominations be approved as presented.

CARRIED

6. Remarks by Chair-Elect

Newly elected Chair Guy Laframboise welcomed the opportunity to lead and serve the industry in his new role and to continue the momentum by bringing more stakeholders together and creating a stronger voice together.

In closing, the Chair thanked Immediate Past Chair Brad Kramble for his significant contributions and presented him with gifts of appreciation on behalf of the industry and the association.

The meeting was adjourned.

BRAD KRAMBLE
Chair of the Board

SHANNA MUNRO
President and CEO