**STANLEY MUTUAL INSURANCE COMPANY**

**81st ANNUAL GENERAL MEETING**

**April 12, 2019**

**CALL TO ORDER**

Gilbert Campbell, called the meeting to order at 1:00 pm in the Community Room at the Upper Nashwaak Agrena in Stanley, NB.

Mr. Campbell advised that a notice of today’s meeting had been published as required by the Bylaws of the Company. He welcomed everyone to the 81sth Annual General Meeting and made note of special guests.

**MINUTES**

The minutes of the April 27, 2018 Annual General Meeting were read.

**Motion: Carol McShane**

**Seconded: Angele Palmer**

**Motion #: AGM190401**

**To adopt the April 28, 2018 Annual General Meeting minutes as read.**

**Motion Carried.**

**REPORT FROM THE CHAIRMAN OF THE BOARD**

Gilbert Campbell presented the Chairman of the Board report:

* Welcomed everyone to the 81st AGM and acknowledged special guests.
* It was noted the how the company started in 1937 and how Stanley Mutual is striving to address the many ongoing industry changes.
* He noted the sale of United General Insurance Corporation to Farm Mutual Re and how a mutual insurance company continues to own and run it.
* He noted the past year has not been a great year for Stanley in the financial venue due to several major losses and investment losses but that the new year is looking better, and the stock market is beginning to pick up.
* He thanked the Board of Directors for their support in his first year as chairman and asked them to stand to be acknowledged
* He also thanked Greg, Tammy, head office staff, claims staff, staff in our satellite offices and the agents that their hard work makes Stanley the proud company that it is today.
* He ended is report with the following: Stanley Mutual is a New Brunswick company, owned by New Brunswickers and serving New Brunswickers with a proud history and a bright future

**Motion: Derek MacFarlane**

**Seconded: Michael Bartlett**

**Motion #: AGM190402**

**To accept the Chairman’s Report as presented.**

**Motion Carried.**

**REPORT FROM THE PRESIDENT**

The following was noted from the President’s report:

* The President welcomed everyone to the 81st annual meeting in Stanley
* He thanked David Sewell and Joanne Forbes for their hard work and service to Stanley Mutual and wished them well in Retirement.
* He thanked Gaston Doiron and Linda Clarkson for their service and wished them well in retirement.
* He noted the passing of Rosaire Belanger (former adjuster)
* He introduced new team members: Account managers Laura Boucher, Rachel MacKay, Melissa Coleman, claims examiner Brenda Gaynes.
* It was noted that from an industry standpoint profitability was hard accomplish.
* 30 years ago, the Canadian insurance industry paid $400million in claims, 1998 paid $2.1 billion, 2013 $3.2 billion, 2016 $5billion. New Brunswick had the highest loss ratio in personal property of all Canadian provinces in 2016 & 2017. We knew we could not continue to do things the way we always have and deeded to change, and change we did.
* He noted the following steps that have been taken to move forward: developed and incorporated new, modern product wordings, redesigned the travel trailer product and introduced new products, implemented our BMS system in our field offices and implemented new procedures designed to give the most effective and efficient workflows. Have implemented and continue to train on our unique Solutions based selling system – selling based on solutions to needs not just price. Continue to build a high-performance sales team and outlined growth targets. We have a dedicated Business Development Leader whose sole purpose it to support the sales team to achieve growth goals. Now have a dedicated Member Experience Leader whose job is to build a high-performance service team and deliver a unique member service program. Developed a member care program which is a set of added values to our claims offering that is unmatched in the industry. We also have a new claims leader in place who has been tasked with building a high performance and is dedicated to ensuring that we keep our promise of being the best.
* Our Board of Directors has spent a great deal of time and focus on building their role as a strategy focused board and have developed with management a three-year strategic plan.
* Many changes in the Finance Department and handling of money and processes including accountabilities.
* Leadership team meets regularly and works together to support each other to create an organization without silos designed to support one another to achieve our goals.
* Continue to build a natural talents organization. Established core values to lead us in decision making.
* Our organization values our place in our communities and thus we continue to be involved in several grass roots ways including supporting our local food bank, staff volunteering program and sponsorships
* He noted that we have accomplished a lot in the past year and noted that words alone will do nothing with out the commitment and passion of the people in this room today. He thanked the head office team, teams in our field operations, agency force, brokers, board of directors, the intellectual Capital Coaching Corp, Farm Mutual Re, OMIA and CAMIC. This proves our tag line is true, Together, We Are Stronger.

**Motion: Robert Taylor**

**Seconded: James Pinnock**

**Motion #: AGM190403**

**To accept the President’s Reports as presented.**

**Motion Carried.**

**FINANCIAL REPORT**

Ross Craig of MacMillan Lawrence & Lawrence reviewed the 2018 Financial Statements and noted that MacMillan Lawrence & Lawrence was able to issue a clean audit report.

**Motion: Michael Bartlett**

**Seconded: James Pinnock**

**Motion #: AGM190404**

**To accept the Financial Report as presented.**

**Motion Carried.**

**BYLAWS**

Proposed by law change 2019-1

QUALIFICATIONS OF DIRECTORS

15. (A) To qualify for nomination for election, or re-election, as a Director, the individual must;

 (a) be a member of the Company in his own right

 (b) be an officer or director of a corporate member

 (c) be an officer of an association that is a member

 (d) be a partner in a partnership that is a member

(e) be an individual who has a policy with the Company which is held jointly with one or more other persons.

 (f) have reached the age of majority as at the date of the annual meeting.

(B) No person may become, or continue as, a Director of the Company if he or she is, or is the spouse, child, parent or sibling of, an agent, adjuster or employee of the Company, or of any other general insurance company, adjusting firm, or insurance agency.

(C) To be eligible for election, or re-election, the individual seeking nomination must obtain nomination papers from the President/Manager of the Company and have this form completed, signed and returned to the President/Manager at least ten (10) **calendar** days prior to the date of the Annual Meeting at which the election of Directors shall take place. This form requires the signature of three (3) policy holders of the Company supporting the nominee seeking election.

***(D) All Directors must successfully complete the Director Certification Program offered by the Ontario Mutual Insurance Association (the “Program”) before the expiration of their second term in office following the adoption of this By-Law unless an extension of that time limit is granted by resolution of the Board for special circumstances. In the case of such an extension, the Director must successfully complete the Program within the time granted by that extension. Directors who fail to comply with this requirement shall not be eligible for re-election to the Board until they have successfully completed the Program.***

**Motion: Michael Bartlett**

**Seconded: Derek MacFarlane**

**Motion #: AGM190404**

**To adopt the proposed by-law, change 2019-1 to add paragraph 15 D as amended**

**Motion Carried.**

**ELECTION OF DIRECTORS**

Nominating Committee Chairperson, Carol McShane, advised there were three director positions to be filled and that properly completed nomination papers were received from all three nominees: William Lunnie, Derek MacFarlane and Robert Taylor who were re-elected by acclamation.

**APPOINTMENT OF AUDITORS**

**Motion: William Lunnie**

**Seconded: James Pinnock**

**Motion #: AGM180405**

**That the firm of MacMillan Lawrence & Lawrence be appointed as auditors for Stanley Mutual Insurance Company for the year 2019.**

**Motion Carried.**

**UNFINISHED BUSINESS**

**Agents Report**

Angele Palmer spoke on behalf of the agents.

* Thanked the chairman, policyholders, members of the board, staff, agents and guests.
* She noted the retirement of Joanne Forbes and wished her well
* Acknowledged Colin Brewer and his new position of Business Development Leader
* Noted that several offices have added staff to their team and noted she is happy to see our Stanley Family grow
* Since 2016 they have been working on what seemed to be a never-ending project of putting the apples in the apple basket and the oranges in the orange basked and are finally there.
* New BMS system was implement and were not entirely prepared for the changes, adjustments and bumps along the way but the product will be worth the effort.
* In 2018 a new auto provider was added (Intact) which has given the sales a chance to reach markets that were previously unavailable
* Today’s customer is more demanding, we need to be there for them with good products. Everyone in the insurance industry must work hard to maintain their customer base and to grow as well.
* We all need to work together to have the ideal customer and I quote “an ideal client is someone who finds the perfect solution to their problems or needs, in the services or products that your company provides. The ideal client will be loyal to your company, frequently use or buy your products or services, and is likely t recommend you to their friends and colleagues” this is how a company can grow.
* We need to put ourselves in our customers place from time t time and it is not a bad thing after all, those customers pay our salaries.
* She finished with two quotes:

“There is only one boss. The customer, and he can fire everybody in the company from the chairman on down, simply by spending his money somewhere else.”

* Sam Walton

“Great things in business are never done by one person. They are done by a team of people”.

* Steve Jobs

**NEW BUSINESS**

The Chairman of the Board announced that immediately following the annual general meeting, there will be an agent meeting and a Board of Directors meeting.

**ADJOURNMENT**

The meeting was adjourned at 1:30 PM by Robert Taylor.