Ontario

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Annual General Meeting Minutes

2024–2025 Fiscal Year

Date: February 18, 2026
Time: 10:33 a.m.
Location: Virtual Meeting via Zoom

1. Call to Order and Welcome

The Annual General Meeting of Explorers' Edge was called to order at approximately 10:33 a.m.

Chair Gabriela Vivian welcomed those in attendance and invited introductions from directors and guests.

2. Attendance

Directors / Board Members Present:

- Gabriela Hairabedian – Chair
- Sarah North Harris – Vice Chair
- Darren Smith – Treasurer
- Tristan Barry – Director
- Jackie Leung – Director
- Didier Dolivet - Director
- Ken Schulz – Incoming Director
- Brent Ellison – Incoming Director
- Kate Hood – Incoming Director

Staff / Management:

- James Murphy – Chief Executive Officer

Guest / Ministry Representative:

- Darlene Leskovar – Regional Development Advisor, Ministry of Tourism, Culture and Gaming

3. Land Acknowledgement

James Murphy delivered the organization's land acknowledgement and reaffirmed Explorers' Edge's commitment to truth and reconciliation, economic reconciliation through tourism development, and continued listening, learning and respectful engagement with First Nations, Métis and Inuit peoples.

4. Approval of Agenda

The agenda for the Annual General Meeting was presented.

Motion: To approve the agenda as presented.
Moved by: Tristan Barry
Seconded by: Darren Smith
Carried.

5. Approval of Previous AGM Minutes

The minutes of the previous Annual General Meeting were presented for approval.

Motion: To approve the previous Annual General Meeting minutes as presented.
Carried.

6. CEO Year-in-Review Report – 2024–2025

James Murphy provided a review of the 2024–2025 fiscal year and outlined the significant organizational transition that occurred following the fiscal year.

It was noted that the organization experienced substantial staffing and administrative changes, including senior staff leave, administrative turnover and the retirement of the organization's bookkeeper. Management prioritized delivery of obligations under the Ministry Transfer Payment Agreement while governance activities were temporarily delayed.

The organization has since strengthened its administrative and financial capacity, including the engagement of accounting and financial advisory expertise. Management advised that these changes are intended to improve financial reporting, governance processes, audit preparedness and board oversight.

The CEO reviewed the organization's mission and its continued evolution as a destination development organization with activity extending beyond traditional destination marketing into workforce development, product development, investment attraction, research, governance and partnership development.

Key achievements highlighted for the 2024–2025 fiscal year included:

- Delivery of tourism product development programming across Almaguin Highlands, Loring-Restoule, Parry Sound and other communities.
- Support for the creation of new tourism products and enhancement of existing tourism experiences.
- Advancement of Indigenous tourism partnerships and entrepreneurship initiatives, including development of a FedNor-supported entrepreneurship strategy.
- Continued sustainability programming, including operator certifications, site visits and the Positive Impact learning series.
- Development of the foundation for the organization's regenerative travel agency, including a business plan, multi-year revenue model, package development strategy and market testing.
- Continued investment in research, visitor intelligence and business confidence research to support evidence-based decision-making.
- Development of tourism workforce initiatives with Lakehead University, Parks Canada and regional secondary schools.
- Continued collaboration with municipalities and economic development partners throughout the RTO12 catchment.
- Advancement of transportation discussions involving Ontario Northland, Air Canada Landline and other transportation opportunities.
- Delivery of a sold-out tourism summit and continued expansion of regional industry engagement.
- Significant growth in interest in the Explorers' Edge Partnership Program.

- Continued positioning of Explorers' Edge as a destination development organization focused on regenerative tourism, rural tourism innovation, sustainable growth and future revenue generation.

Management described the fiscal year as a foundational and transformational period that established the infrastructure, partnerships and product pipeline necessary to support the organization's next stage of development.

7. Governance and Membership Structure

Management provided background regarding the organization's transition to a closed-membership governance model following changes associated with the Ontario Not-for-Profit Corporations Act.

Under the revised structure, members of the Board of Directors are also the members of the corporation.

Management advised that the change was undertaken as a risk-management measure intended to provide continuity and protect significant multi-year organizational investments and initiatives.

As a result, the AGM is now conducted with the directors as the corporate membership, while broader industry engagement is delivered through summits, consultations, partnerships, training and other stakeholder initiatives.

8. Financial Review

The audited financial statements for the 2024–2025 fiscal year were presented to the Board.

Management noted that:

- The organization continued to be primarily funded through its Transfer Payment Agreement with the Ministry of Tourism, Culture and Gaming.
- Other revenues included partnership-related income.
- Financial reporting for the fiscal year reflected the organization's traditional operating model, while future financial statements are expected to increasingly reflect activity associated with the regenerative travel agency and other revenue-generating initiatives.
- The organization remained on budget and no material financial concerns or discrepancies were identified.

- Additional accounting capacity has been engaged to support ongoing monthly financial reporting, budget-to-actual monitoring and future audit preparation.
- Sage / Simply Accounting was identified as the accounting software in use during the fiscal year.

Motion: To accept the audited financial statements for the 2024–2025 fiscal year as presented.
Seconded by: Sarah North Harris
Carried.

9. Election / Confirmation of Board of Directors

Management reviewed the Board recruitment process.

Following the public call for nominations and subsequent outreach and engagement with prospective directors, three new directors were brought forward:

- Brent Ellison
- Ken Schulz
- Kate Hood

The incoming directors joined the continuing members of the Board.

Motion: To accept the Board of Directors as presented.
Moved by: Kate Hood
Seconded by: Sarah North Harris
Carried.

Management thanked all directors for volunteering their time and advised that onboarding would be provided to the new directors regarding the Transfer Payment Agreement, operational plan, budget and organizational priorities.

10. Board Governance and Director Engagement

Management advised that directors serve two-year terms and may renew for a maximum cumulative service period of six years, after which a one-year break is required before returning to the Board.

The organization will continue to use an engaged governance model in which directors may provide support and oversight in specific areas of expertise, including finance, human resources, marketing, product development, research and other strategic priorities.

An in-person Board meeting was proposed to support director onboarding, team building and the election of the Executive.

The current Executive was identified as:

- **Chair:** Gabriela Vivian
- **Vice Chair:** Sarah North Harris
- **Treasurer:** Darren Smith

The election of the Executive was to occur at a subsequent in-person Board meeting.

11. Industry Discussion – Seasonality and Workforce

The Board discussed the ongoing challenge of tourism seasonality and its impact on year-round employment, workforce retention and community sustainability.

Particular attention was given to smaller and rural communities where seasonal tourism demand can make it difficult for businesses to maintain year-round employment.

The Board discussed the importance of:

- Developing and promoting winter and shoulder-season tourism.
- Increasing year-round tourism demand.
- Continuing workforce development initiatives.
- Learning from employers that have successfully maintained year-round tourism employment.
- Exploring opportunities to grow domestic winter visitation.

Management noted that these issues align with existing organizational strategies and would be explored further through future Board discussions and operational programming.

12. Adjournment

There being no further formal business, a motion was made to adjourn the Annual General Meeting.

Motion to Adjourn: Tristan Barry
Carried.

The meeting adjourned at approximately **11:23 a.m.**