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CALA Annual General Meeting #24
Draft Minutes
June 11, 2013

**Crowne Plaza Moncton Downtown
1005 Main Street
Moncton NB E1C 1G9**

In Attendance - Board Members

James Downie - Chair
Tim Delaney - Vice-Chair
Robin MacLean - Treasurer
Michael Brodsky - Secretary
Linda Neimor - Past Chair
Al Colodey
Jane Kaczmer
Jason Oatley - Conference Call
Klas Ohman
Marcus Maguire
Michèle Giddings
Pat Lang
Paul Fewer
Rhonda Schop

New Board Member

Mark Charbonneau - Incoming Board Member

Regret

Brenda McLay

Staff

C. Charles Brimley - President/CEO (referred to as CEO)
Brenda Dashney - CFO
Andrew Morris - Data & Information Manager
Charlette Mallette - EA
Cathy Wylie - Training Manager
Colleen Cotter - Accreditation Manager
Erinn Knight - Program Administrator
Ken Middlebrook - PT Manager

Guest

Jean-Sébastien Nadon, DFAIT

Please note that the attachments, presentations and additional AGM information can be found at <http://www.cala.ca/agm.html> therefore copies of the attachments will not accompany paper copies of these minutes.

Welcome - CALA President & CEO

Charlie Brimley introduced himself as the President & CEO of CALA. He welcomed those in the audience and others joining on the webcast to CALA's 24th Annual General Meeting. He asked everyone to complete the event evaluation survey included in their package and online.

He noted CALA was celebrating World Accreditation Day on June 9, 2013 and this year's theme was "Accreditation Facilitating World Trade" which fits with CALA's keynote speaker from Foreign Affairs and International Trade.

After the three Departmental Presentation's Question and Answer sessions, Mr. Brimley introduced CALA's Board Chair, James Downie.

Call to Order

James Downie, CALA Board Chair called the CALA 24th AGM to order at 2:00 PM.

Approval of the 2013 AGM Agenda

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Motion: to approve the Agenda for the 2013 AGM as circulated. Chris Pharo

Second: Al Colodey

Opposed: None

Abstentions: None

Carried.

Approval of June 12, 2012 AGM Minutes

Motion: to approve the Minutes of the 2012 AGM as circulated. Klas Ohman

Second: Rhonda Schop

Opposed: None

Abstentions: None

Carried.

Chair's Report

James Downie delivered the Chair's Message reflecting on completing his tenth year of service to the CALA Board of Directors. His first term started in 1999 when CAEAL only accredited Environmental Laboratories.

The accomplishments over the past year included: joint CFIA/CALA Accreditation Program of Food Testing laboratories, introduction of 'Representative Sampling' and continuing to listen to the Stakeholders.

He made a point to thank the volunteers including the Assessors, Accreditation Council Members, Advisory Panel Members and Directors for their volunteer efforts that are critical to CALA's success. Finally, he thanked the CALA staff and all the Membership for their help over the past year, noting it had been a real honour to serve as CALA's Chair.

Treasurer - Financial Report

Robin MacLean presented the 2012 Treasurer's Report. He described the Finance & Audit Committee's primary function is to review the financial policies, quarterly financial reports and recommend the appointment of the external auditors. The Committee is comprised of four Directors: Robin MacLean Treasurer, Committee Chair, Tim Delaney, Marcus Maguire and Klas Ohman. Financial highlights noted CALA's total revenues for 2012 were approximately 7.5% lower than budget and 1.7% lower than previous year levels.

Accreditation program revenues surpassed the 2011 results by 1.7%, but finished under budget by 2.9%.

The PT program surpassed its budget target by 3.5%, 0.8% growth over prior year, due to a combination of new clients, some returning labs and increased participation of pre-existing clients.

The short fall was in the training. Revenues fell again in 2012 under budget by 46.2% and 28.6% less than prior year due to low registrations, late implementation of online courses and webinars.

On the expense side, the tightly controlled expenses were down 9.7% by cost savings in overhead and administrative expenses.

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CALA finished the year in a strong position with excess revenue over expenses of \$42.3 K bring the total assets to \$1.880M.

In 2012, the Board approved \$208,500 to be spent on special projects in the Accreditation, Training Program and the IT Infrastructure.

The Welch LLP's Auditor's Report stated that the audit was conducted in accordance with Canadian generally accepted auditing standards and the financial statements present fairly in all material respects. It is considered a clean report.

Robin explained the Balance Sheet and the Income Statement for year ended December 31, 2012.

The Accreditation and PT Programs are self-sustaining at year-end. It may take a couple of years before the Training Program returns its program to a fully sustainable status.

Appointment of Auditors

Motion: to re-appoint the firm of Welch, LLP as auditors of CALA for the year ending December 31, 2013. Tim Delaney

Second: Michael Brodsky

Opposed: None

Abstentions: None

Carried.

President & CEO's Report

Mr. Brimley noted it had been his honor and privilege to serve as President & CEO of CALA for the past four years. As described by the Treasurer, CALA had a net growth year in 2012. We adopted a marketing and outreach program to showcase or expanded capabilities to assess and accredit petroleum, mineral and food testing laboratories in addition to our traditional environmental scope. The Accreditation Program seamlessly launched its first series of food-testing accreditations in conjunction with Canadian Food Inspection Agency (CFIA) and is self-sustainable. Our Proficiency Testing Program (PT) exceeded its budgeted revenue projections and was fully self-sustainable at year-end. The Training Program did not fare quite as well during 2012. The implementation of both webinar and online training formats helped our Training Program reach significantly more individual participants in 2012, however, the revenue-generating in-class delivery did not result in the program recovering all of its costs during the year. At an organizational level, CALA managed to surpass its budgeted financial targets and end the year with a net income of \$42,356.

Mr. Brimley closed by commending all those who have actively taken part in CALA's work during 2012. Particularly, thanked the Board, CALA's amazing team of assessors, other volunteers, who contribute on our committees and also the CALA staff for their continued commitment and diligence in delivering a level of service to our members that are second to none.

The next order of business, James Downie introduced the Member Approval of the New CALA By-Law & Articles of Continuance as a Not-For-Profit Corporation.

CALA is required under the New Canada Not-For-Profit Corporation Act to approve and submit Articles of Continuance with a revised By-Law. A Committee of the Board

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developed the new Draft By-Law that is consistent with the new requirements. This was circulated to the membership on the tenth of May as required by our current By-Law.

The New Act confers significantly more rights to the members of Not-For-Profit Corporations, demanding increased transparency and accountability.

Specific changes are:

- o The elimination of Non-Voting member classes
- o Having a flexible number of Directors on the Board
- o Having enhanced proxy provisions for member meetings
- o Members' ability to nominate Directors at the AGM

Thirteen members currently in the Associate Member class were given the opportunity to approve the following motion in advance using the proxy system. Four proxies from the members plus the non-voting members in attendance cast their vote.

Motion: We as non-voting associate members of CALA hereby support the elimination of this non-voting category of membership in the new draft CALA By-Law.

James Downie

Second: Ken Middlebrook

Opposed: None

Abstentions: None

Carried.

Jamie asked for a mover and seconder to approve the adoption of a new CALA By-Law and Articles of Continuance subject to its subsequent approval by Industry Canada

Motion: Special Resolution of Members

Be it resolved as a special resolution that:

- o The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
- o The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
- o The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No.1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date;
- o Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

Jane Kaczmer

Second: Chris Pharo

Opposed: None

Abstentions: None

Passed by 2/3 majority

Motion of Delegation

- o If Articles of Continuance shall have been issued by Industry Canada allowing for a minimum and maximum number of Directors, then the authority to set the number of elected Directors annually is so delegated to the Board.

Linda Neimor

Second: Paul Fewer

Opposed: None

Abstentions: None

Carried.

Motion of Responsibility

- o We hereby support and approve all expenditures, actions, and agreements undertaken by the Board of Directors and its officers and agents on behalf of the Association, as reported to the membership. John Lawrence

Second: Chris Pharo

Opposed: None

Abstentions: None

Carried.

Nominating Committee Report

Tim Delaney, Chair of the Nomination Committee, introduced the New Directors for 2013 - 2014:

Tim Delaney	Atlantic
Mark Charbonneau	At Large

He introduced the remaining Board of Directors:

Absent	Jason Oatley	Ontario/Quebec Region
	Marcus Maguire	Ontario/Quebec Region
	Klas Ohman	Prairies & Northern
	Al Colodey	Pacific & Yukon
	Linda Neimor	At Large
	Paul Fewer	At Large
	Jane Kaczmer	At Large
	Rhonda Schop	At Large
	Michael Brodsky	Appointed
	Michèle Giddings	Appointed
	Robin MacLean	Appointed
	James Downie	Appointed
	Corinne Pequignot	Appointed

Tim thanked two Directors, Brenda McLay and Pat Lang for their long service to the

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Board and the CALA membership. They are both retiring from the Board.

Presentation of CALA Officers for 2013-2014

Tim Delaney	Chair
Klas Ohman	Vice Chair
Robin MacLean	Treasurer
Michael Brodsky	Secretary

Other Business

There was no new business.

The Chair called for a motion to bring the AGM to a close.

Motion: to adjourn the 24th AGM. **James Downie**

Second: **Linda Neimor**

Opposed: None

Carried. Unanimously

The Annual CALA Awards Ceremony followed the AGM.

See Appendix A for details

Appendix A

Presentation of Awards - Serge Villard/ Don LaBerge for 2012

The CEO described the two parts of the Award Ceremony. First was the recognition and presentation of the CALA Volunteer Service Pins, something CALA launched in 2011. Next, the presentation of the Serge Villard Award to an assessor who has made a very special contribution to CALA.

The significance of volunteers to the operation of CALA as an organization cannot be overstated. These individuals bring both expertise and uniqueness to our programs that are second to none.

The Volunteers are crucial to the success of CALA as an organization. These individuals bring their expertise and uniqueness to our programs.

The CEO asked the CALA Chair, James Downie to come forward and present each Volunteer Service Pin for five years to Paul Fewer and Wayne Greenlay. Ray McCurdy was unable to attend so his 10-year pin will be sent to him.

The first sets of pins were presented to 23 volunteers earlier this year at the Biennial held at the end of March.

The CEO then invited Harold Malle to please come to the podium.

The Serge Villard Award 2012

Harold Malle received the Serge Villard Award, for his outstanding commitment and contributions to the accreditation program as a volunteer assessor. Harold is also a member of the CALA Advisory Panel and Program Committee. Serge Villard was one of the three originating directors for the Association.

Harold earned his MSc from York University and is currently the Quality Assurance Chemist with Environment Canada's Emergencies, Operational Analytical Laboratories & Research Support Division, Water Science & Technology Directorate, located in Burlington, Ontario.

He has been serving in his three volunteer positions since 2003 and during that time has conducted 26 assessments - 14 of them as a Lead Assessor. He has also served as Chair of the CALA Program Committee for 5 years. He also oversees the production of many CALA Pt sample groups.

Harold's breadth of technical expertise contributes greatly to the reputation of the CALA Accreditation and PT programs. His leadership skills and grasp of quality systems have made him a very effective Lead Assessor, as evidenced by positive feedback from both team members and laboratories that he has assessed. He is always willing to assist with assessments, Biennial Assessor Training activities and PT issues when requested by staff.



James Downie, CALA Chair presenting the Serge Villard Award to Harold Malle

Charlie introduced the Guest Speaker, Jean-Sébastien Nadon.



**Jean-Sébastien Nadon, Senior Trade Policy Officer
Technical Barriers & Regulations Division
Dept. of Foreign Affairs and International Trade (DFAIT)**

From earlier opening remarks, June 9, 2013 was World Accreditation Day celebrated under the theme “Accreditation: Facilitating World Trade”. Our Guest Speaker spoke about Canada’s Trade Policy and How Accreditation Can Play An Important Role In Facilitation Trade Around The World, Both Within And Across National Borders.