

CALA ANNUAL GENERAL MEETING #31

DRAFT MINUTES

DATE: APRIL 30, 2020

In Attendance – Board Members	Staff
Jeff Zimmer –Chair	Andrew Adams – President & CEO
Shane Harnish – Vice Chair	Stephen Williamson – CFO
Dalibor Ambrus – Treasurer	Charlette Mallette – EA
Pam Reyno – Secretary	Andrew Morris – Data & Information Manager
Dave Schellenberg – Past Chair	
Barry Loescher	
Boniface Koudjonou	
Glenna Pike	
Joyce Austin	
Klas Ohman	

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.

President and CEO, Andrew Adams explained the difference in running a virtual meeting and that there's going to be a little different item from the regular AGMs. Prior to the AGM, an invitation to the meeting included a pin number that is used to sign in. With the pin number we can verify the eligible members and we can record how many people voted. We will not ask for an indication of all in favour of the motion. We asked that you indicate if you oppose the motion or abstain in the chat feature of the meeting control panel.

Once the formal meeting is finished, we will have a motion to adjourn, but we ask for everyone to join us for an abbreviated version of the Awards.

Andrew stated that we do have the required quorum to hold this meeting.

Andrew introduced the Chair of the CALA Board of Directors, to Jeff Zimmer.

Call to Order

Jeff Zimmer, CALA Board Chair called the 31st CALA Annual General Meeting to order

Approval of the 2020 AGM Agenda

Motion: to approve the Agenda for the 2020 AGM as circulated. Michael Brodsky

Second: Glenna Pike

Opposed: None

Abstentions: None

Approved.

Approval of June, 2019 AGM Minutes

Motion: to approve the Minutes of the 2019 AGM as circulated. Michael Brodsky

Second: Chris Pharo

Opposed: None

Abstentions: VW6PR, XTQB1, PM9QN

Approved.

Combined CEO and Chair's Report

Andrew presented a combined CEO and Chair's Report touching on the highlights from CALA from 2019 that may not be known about and a couple of priorities for 2020. Something that took quite a bit of time was the CALA re-organization with the update of ISO/IEC 17011: 2017. Accreditation Bodies like CALA were no longer able to run proficiency testing programs. The decision was made to create a not-for-profit, which was incorporated in October of 2019 and began operations on January 1, 2020. Proficiency Testing Canada Inc. (PTC) is a completely independent company from CALA. Any questions need to be directed to the Executive Director of Proficiency Testing Canada, Ken Middlebrook.

The requirement of the Standard is that PT and accreditation be separate organizations with separate senior management. PT Canada and CALA have separate senior management and separate Board of Directors.

CALA's assessment visit scheduled for May 11th, 2020 was cancelled due to the COVID-19 pandemic. A remote assessment and a document review with the lead Assessor and Accreditation Manager, Colleen Cotter took place over a period of time. Andrew was pleased to share with the AGM that APAC decided that CALA successfully transitioned to the 2017 version of ISO/IEC 17011. Colleen Cotter, Accreditation Manager has a new certificate to put on our wall. Andrew acknowledged the tremendous effort that Colleen and her staff made so CALA was ready and that it was a smooth transition.

At the end of 2019, CALA had 206 accredited laboratories. In 2019, we were still offering proficiency testing and between the accreditation and proficiency testing, we were delivering those service to 57 laboratories outside of Canada.

We had nine new laboratories that were accredited by CALA in 2019. We gain a few and lose a few so we tend to hover around a little over 200 accredited laboratories and CALA has 129 volunteer assessors that make all of this possible.

Another accomplishment for 2019 was reducing the turnaround time in the accreditation process, reduced by 16 days from 2018. By fiscal year end 2019, 63% of CALA-accredited laboratories were reassessed to the revised version of the standard ISO/IEC 17025:2017. Something new was announced on December 23rd, CALA can now accredit labs for sampling.

So, 2019 being the last year that CALA offers proficiency testing, we offered about 60 test groups, 448 analytes. Participation in PT showed a slight increase and PT continues to get out reports shorter than the goal of five weeks. Proficiency testing for cannabis was offered for the first time in 2019. So far, there is no requirement for cannabis laboratories to be accredited.

Training has been doing very well over the last couple of years, part of this is due to the training required by labs transitioning to the 2017 version of the standard. CALA did see a 6% growth and students in Canada and 39% growth internationally.

CALA has put a lot of work into developing online training resources and the advantage of that is they're available to a global market. Two new courses added in 2019: Auditing Against ISO/IEC 17025: 2017 and Getting Things Done. Bilingual training continued to be offered (English and French).

Priorities for 2020 are responding to COVID-19 as a result, we have not conducted assessments and indicated, we will not be conducting assessment visits for May and beyond. We are exploring options to conduct remote assessments for laboratories in Canada. If you need to transition to the 2017 version of 17025, that can still happen.

CALA's Association Management System is something that's been developed over the last couple of years. We're at a point now where we need to make some key decisions to bring this to a successful conclusion and get to go live.

Some of the changes that have happened influence those decisions, like the separation of proficiency testing is a separate company. We need to look at our options as to how we move forward now. It has been a significant investment and it would be nice to see that brought to a successful conclusion. We need to continue to pursue opportunities for CALA to grow.

Andrew turned it over to Jeff Zimmer

Jeff commented that this meeting is going to end his term as the Director on the Board. He wanted to note that it's been a pleasure to serve you, our members in this capacity. There have been many challenges with this role, and as you've seen from Andrew's Report, 2019 was a year of significant change for CALA.

He wanted to thank you, Andrew, for his hard work and we've been lucky to have Andrew as the President & CEO to lead the organization through these challenges.

He wanted to thank all of CALA staff, volunteers, the Accreditation Council, Advisory Panel, Program Committee and Board members and everyone that contributes so much to our organization.

Jeff introduced Dalibor Ambrus

Treasurer's Report

Dalibor Ambrus, Treasurer presented the Treasurer's Report for 2019. The Finance & Audit Committee has five members, treasurer and two other directors with the Chief Financial Officer and the Chief Executive Officer. The primary mandate of this Committee is to help the Board oversee financial processes as well as financial reporting of the organization.

Part of this mandate is fulfilled by external auditors that are appointed on the annual basis at the AGM. At the end of this presentation, we will be asking the membership to approve Welsh LLP as our external Auditor for 2020.

The Balance Sheet illustrates the organization's financial health and its ability to meet its financial obligations. Through the years, CALA has built up the net assets of \$3.3 million and happy to say that we are in a strong financial position.

The Income Statement presents the results for the business and operations for the fiscal year. Total Revenue for 2019 was 1.5% higher than budget and 6.5% growth over 2018, Total Expenses were 9.84% below budget and 4.74% lower than 2018.

Dalibor stated that CALA's Financial documentation meets the required auditing standards. The external auditors commented that the finance committee and all members participating in the audit were at a high level of expertise. Dalibor thanked them very much for a great job. Appointment of Auditors for 2020

Motion: to re-appoint the firm of Welch, LLP as auditors of CALA for the year ending December 31, 2020. James Downie

Second: Chris Pharo

Opposed: None

Abstentions: None

Approved.

2020 Budget

Dalibor presented the Budget for 2020 reflective of the changes effective January 1, 2020. The organization transferred its proficiency testing program to a newly incorporated entity, Proficiency Testing Canada Inc.

The Financial Risk Management Strategies for CALA will be to continue vigilance over expenditures, independent collaboration with Proficiency Testing Canada Inc and continued focus on marketing and branding.

Motion of Responsibility

We the Members 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. Chris Pharo

Second: James Downie

Opposed: None

Abstentions: None

Approved.

Nominating Committee Report

Glenna Pike, Chair of the Nominating Committee delivered the Committee Report.

Three directors will be leaving the Board as they have served on the board for six consecutive years and that is the maximum allowed under CALA's Bylaws. They are Dave Schellenberg, Jeff Zimmer and myself, Glenna Pike. On behalf of CALA, many thanks to these three directors for your years of service to the community.

Now we have four directors who are returning to the Board and that would be Shane Harnish, Klas Ohman, Barry Loescher and Pam Reyno.

Three directors have reached the end of their first three-year term and agreed to serve a second three-year term and are appointed by acclamation. Those directors are Joyce Austin, Boniface Koudjonou and Dalibor Ambrus.

We have one new director appointed to the board in March 2020 and is now acclaimed and will start his first three-year term, Hussain El Aribi.

Glenna introduced the Board Officers for 2020-2021.

Chair	Shane Harnish
Vice Chair	Joyce Austin
Secretary	Pam Reyno
Treasurer	Dalibor Ambrus

CALA will have an eight-member board for 2020-2021, which complies with the requirements between five and ten elected board members.

Shane Harnish
Klas Ohman
Barry Loescher
Pam Reyno
Joyce Austin
Boniface Koudjonou
Dalibor Ambrus
Hussain El Aribi

Other Business

No other business was expressed.

AGM Adjournment

Motion: to adjourn the Annual General Meeting. Jeff Zimmer

Second: Chris Pharo

Opposed: None

Abstentions: None

Approved.

Presentation of CALA Awards

Andrew continued with the CALA Awards presentation. At this time, we would make a small presentation to the departing Directors but under the circumstances, we will have to send them something.

We typically handout the Volunteer Service Pins at this time to recognize the years of service of CALA's volunteers. However, we had a discussion within CALA and decided that it was better to award those pins in person rather than just reading out a list of names at this time.

I would like to take this opportunity to acknowledge CALA's approximately 200 volunteers. The significance of the volunteers to the operation of CALA, without the volunteers, CALA would be

a completely different organization. Its volunteers contribute to the uniqueness of CALA and certainly to CALA's success.

The Serge Villard Award

So, one award that we did want to present this year is the Serge Villard Award. This award is for one of the three organizing directors of the Association. He volunteered in various capacities for the board from 1989 to 1999. I've seen his signature on many occasions when I look at the incorporation documents and our bylaws, which are part of our governance.

So, this award in his memory, is presented annually to one of CALA's volunteer Assessors who has made a special contribution to CALA.

This year's recipient is Dr. Mike Gao.

Mike holds a Ph. D. in chemistry from Nankai University and is the Manager, Quality Assurance System at EPCOR in Edmonton, Alberta. Mike started volunteering as a CALA assessor in 2006, and since then he has performed 43 assessments; for 20 of these assignments, Mike has taken on the responsibility and extra workload of a Lead or sole assessor.

The CALA accreditation team equally enjoy working with Mike! He is pleasant and always willing to help out where he can, be it on an assessment or doing a presentation at the biennial assessor training. Feedback from laboratories and co-assessors alike reflect a knowledgeable, diligent, thoughtful, kind person. We are proud to have Mike represent CALA when he's on assessments, and are very proud to honour him with this well-deserved award.

That brings the 2020 awards ceremony to a close. Congratulations once again to Mike and thank you to our departing directors, without people willing to step up and volunteer as directors of the organization, we just couldn't carry on as we do. Thank you to all the participants of this meeting.

CALA's next year's Annual General Meeting is in June 2021 in Saint John, New Brunswick and hopefully by then we will be in a more back to normal world.

Meeting Adjourned.