

## CALA ANNUAL GENERAL MEETING #32

### DRAFT MINUTES

DATE: JUNE 9, 2021

In Attendance – Board Members	Staff
Shane Harnish - Chair	Andrew Adams - President & CEO
Joyce Austin - Vice Chair	Stephen Williamson - CFO
Dalibor Ambrus - Treasurer	Charlette Mallette - EA
Pam Reyno - Secretary	Andrew Morris - Data & Information Manager
Barry Loescher	
Boniface Koudjonou	
Klas Ohman	
Houssain El Aribi	

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 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.

Andrew reminded everyone that it was World Accreditation Day. A global initiative established by IAF to promote the value of accreditation. This year's theme focuses on the use of accreditation in supporting the implementation of the United Nations Sustainable Development Goals.

Andrew introduced the Chair of the CALA Board of Directors, Shane Harnish.

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

### **Call to Order**

Shane Harnish, CALA Board Chair called the 32<sup>nd</sup> CALA Annual General Meeting to order.

### ***Approval of the 2021 AGM Agenda***

**Motion:** approval of the 2021 AGM Agenda. Michael Brodsky

**Second:** Chris Farrell

**Opposed:** None

**Abstentions:** None

**Approved.**

### ***Approval of April 30, 2020 AGM Minutes***

**Motion:** approval of April 30, 2020 AGM Minutes. Richard Turle

**Second:** Michael Brodsky

**Opposed:** None

**Abstentions:** None

**Approved.**

### **Combined CEO and Chair's Report**

Andrew presented a combined CEO and Chair's Report touching on the highlights from CALA from 2020. Given the year we had with COVID, he was very impressed with what CALA was able to accomplish and how the organization was able to really pivot and deal with the circumstances. A positive coming out of COVID was the remote assessments, that's a place where accreditation bodies would not have gone for some time. Many accreditation bodies have been doing remote assessments and it has proven to be very effective.

On January 1, 2020, CALA divested proficiency testing services to conform to the ISO/IEC 17011:2017 standard requirements for impartiality of Accreditation Bodies. Proficiency Testing Canada (PTC) became an independent organization with its own management team and board of directors.

In 2020 CALA delivered accreditation services to 204 Laboratories. On average, the amount of its turnaround time for the accreditation process, from the date of the site visit to the date of final approval, was 96 days.

By the end of the fiscal year 2020, 90% of our laboratory customers were assessed to the ISO/IEC 17025: 2017 standard. A total of 135 assessments conducted in 2020, ranged from initial assessment, reassessment (every two years), through to verification to confirm implementation of corrective actions.

A new category of site assessments in 2020, Management System Assessment, was where CALA remotely assessed management system requirements separate from the technical laboratory test methods.

CALA's 121 Volunteer Assessors departed from routine taking on the challenge of remotely assessing laboratories. CALA's assessors are critical to CALA's business model and we try to convey how much we value their contributions to the organization.

CALA's Training Program, as a result of 2020's global pandemic, offered all courses in virtual format. CALA launched Understanding ISO/IEC 17025 for Cannabis Laboratories, in 2020, to support the increased activity in the cannabis sector.

CALA Members represent a diverse group of companies from both private and public sectors. In 2020, CALA had 473 members comprising both institutional and individual memberships.

CALA is signatory to two International Mutual Recognition Arrangements (MRAs). The Asia Pacific Accreditation Cooperation (APAC) and the International Laboratory Accreditation Cooperation (ILAC). Increasingly both regulations and customers require accreditation by an accreditation body that is signatory to ILAC. Therefore, maintaining CALA's signatory status is critical for CALA customers. The meetings in 2020 were attended virtually.

Shane Harnish introduced Dalibor Ambrus

### **Treasurer's Report**

Dalibor Ambrus, Treasurer presented the Treasurer's Report for 2020. The Finance & Audit Committee has five members, comprised of three Directors and Senior Management:

- Dalibor Ambrus, Treasurer, Committee Chair
- Shane Harnish, Board Chair
- Boniface Koudjonou, Board Director
- Andrew Adams, CEO

Stephen Williamson, CFO. 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 2021.

There were many obvious challenges because of the 2020 global pandemic. CALA had a successful year and maintained a strong financial position with total assets of \$2.9 million and total liabilities of only \$530,000. CALA finished the fiscal year with a new asset of \$2.4 million. Dalibor highlighted some impacts on CALA's financial position in 2020. A successful separation of CALA's Proficiency Testing program, to operate as independent organization with its own identity to conform to ISO/IEC 17011:2017 standard. The new company Proficiency Testing

Canada (PTC) entered into an agreement with CALA to share administrative support, information, technology costs and other overheads. Our Balance Sheet reflects funds from PTC to just over \$500,000.

Another highlight was the IT infrastructure with the development of the association management system. Although this project has faced many challenges, CALA took actions to correct the course and we are excited to be in the final stages of the software. This will definitely streamline services to our customers.

The Income Statement presents the results for the operations for the fiscal year, January through December 2020. Our main revenue streams include accreditation and annual localization maintenance fees, membership fees and the training program. The assessments were significantly impacted by the global pandemic. As a result, CALA was successful in introducing remote assessments. Expenses were lower for Training, as a result of the cancelation of the 2020 Biennial. Salaries and Benefits were lower due to the staff vacancy and the general administrative expenses were lower than budgeted. Expenditures were lower than expected due to the delay in the development of the association management system.

Looking forward to 2021, CALA's position for continuing growth through both on-site and the remote assessments, continued offering of virtual training and an improved customer experience. CALA continued to manage its financial resources prudently. There'll be continued collaborations with PT Canada, additional investments in marketing and branding will continue including proactive media relations and advocacy for accreditation in specific sectors.

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 2021***

**Motion:** to re-appoint the firm of Welch, LLP as auditors of CALA for the year ending December 31, 2121. *Dalibor Ambrus*

**Second:** *Michael Brodsky*

**Opposed:** None

**Abstentions:** None

**Approved.**

Shane stated the next order of Business is the Motion for Responsibility.

### **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:** Jeff Zimmer

**Opposed:** None

**Abstentions:** 6H2YJ, 6LAVU, SU7T5, PM9QN, 6GC4F, Z8THK

**Approved.**

### **Nominating Committee Report**

Andrew Adams delivered the Committee Report to the members on behalf of the Nominating Committee Chair, Dr. Joyce Austin.

Two directors, Shane Harnish and Barry Loescher, 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 By-laws. They can serve on the board again in the future, but there must be at least a break for a year. On behalf of CALA, many thanks to these two directors for their years of service to the community. They will both be missed and the corporate knowledge that goes with them as they leave the Board will not be easily replaced.

The board is now comprised only of six (6) Directors: Dr. Joyce Austin, Dr. Houssain El Aribi, Boniface Koudjonou, Dalibor Ambrus, Klas Ohman and Pam Reyno.

After the paperwork has been completed, the Board will appoint at least three new Directors bringing the total to nine. As per CALA's By-law, these appointments are in effect until the next CALA AGM at which time the appointed directors may stand for election.

Because additional Board members are yet to be appointed, the Board Officers for 2021-2022 will be decided after those appointments have been made. To keep business going and have signing authorities to approve payments and contracts, an interim Chair, Dr. Joyce Austin and interim Treasurer, Dalibor Ambrus were decided.

### **Other Business**

No other business was expressed.

### **Questions that were asked:**

**Q** - To encourage attendance at future post-COVID AGMs, is a hybrid model being considered?

**A** - I think we have to look at a hybrid model. A couple of AGM's before COVID, we were always concerned about meeting quorum. It is limited by where we're holding the meeting. I like the face to face AGM because it's an opportunity to meet some of the CALA members in different parts of the country. The virtual AGMs have been a resounding success and they give everyone the opportunity to attend.

**Q** - After COVID, is CALA planning on returning to in-person assessments?

**A** - We will be getting back to in-person assessments. Not all assessments are suitable for virtual assessments. CALA will be working on a policy about virtual versus in-person

assessments. A new laboratory that is being accredited for the first time needs someone there to observe, which provides an additional level of assurance and confidence that they are meeting the requirement of ISO 17025.

Shane continued and thanked everyone for taking the time out of their day to attend this meeting.

### **AGM Adjournment**

**Motion:** to adjourn the 32nd Annual CALA AGM. *Shane Harnish*

**Second:** *Michael Brodsky*

**Opposed:** None

**Abstentions:** None

**Approved.**

Andrew commented that this ends the 2021 CALA AGM.

The virtual forum has been a great success so we have to find a way to continue. He thanked everyone that attended and for taking time out of their busy day. He wished everyone a Happy World Accreditation Day.

He thanked the Board members that were leaving after this AGM, Shane and Barry for their years of service.

CALA's next year's Annual General Meeting is in April 2022 in Toronto and hopefully by then we will be in a more back to normal world.

Meeting Adjourned.