



**Annual Meeting of the Members
(Business Meeting)**

Thursday, October 22, 2015
Ottawa, ON

Draft minutes of the Meeting
Approved: [Date, Location]

1. Welcome and call to order

E. Cannon, Chair of the Board of Directors, called the meeting to order at 10:30 am EDT and welcomed participants to the Annual Meeting of the Members of the Canadian Research Knowledge Network.

In accordance with the By-laws of the Corporation, E. Cannon acted as Chair of the meeting, and C. Appavoo acted as Secretary.

Scrutineer C. Olsvik confirmed that 53 voting members were represented. Having been advised that representatives of at least 25 Institutional Members were in attendance and quorum achieved, E. Cannon declared the meeting to be regularly called and properly constituted for the transaction of business.

2. Adoption of the agenda

Motion: that the agenda for the meeting to be adopted as distributed.

Moved: Robert Clarke, Trent University

Seconded: Daniel Godon, Université de Québec en Outaouais

Carried.

3. Approval of the October 7, 2014 minutes

Motion: that the minutes of the Annual Meeting of the Members (Calgary, October 7, 2014) be approved as distributed.

Moved: Gabrielle Prefontaine, University of Winnipeg

Seconded: Brenda Mathenia, Thompson Rivers University

Carried.

4. Introduction of Directors

For the benefit of members in attendance, E. Cannon introduced the current members of the Board of Directors. Ray Siemens was not in attendance.

Lorraine Busby: a university librarian from a member institution in the Atlantic region elected by the membership to the Board as a Director.

Christopher Callbeck: a university administrator from a member institution elected by the membership by the Board as a Director, and appointed by the Board as Treasurer.

Robert Clarke: a university librarian from a member institution in the Ontario region elected by the membership to the Board as a Director.

Richard Dumont: a university librarian from a member institution appointed by the Board as a Director to serve as a Member-at-Large.

Todd Mundle: a university librarian from a member institution elected by the membership as Content Strategy Committee Chair.

Daniel Godon: a university librarian from a member institution in the Quebec region elected by the membership to the Board as a Director.

Carol Shepstone: a university librarian from a member institution in the Western region elected by the membership to the Board as a Director.

Ray Siemens: a university researcher from a member institution elected by the membership to the Board as a Director.

Leslie Weir: a university librarian from a member institution with >\$100M in external research funding elected by the membership to the Board as a Director.

Elizabeth Cannon: appointed by the Board as a Director and Chair of the Board.

E. Cannon advised members of the end of term of Lorraine Busby, Richard Dumont, Ray Siemens and Leslie Weir on the Board of Directors and thanked them on behalf of CRKN and the CRKN Board of Directors for their exceptional contribution to CRKN's work, to the Board and Executive Committee.

5. Report of the Chair, Board of Directors

E. Cannon drew members' attention to the CRKN Annual Report for 2014-2015 and highlighted that CRKN reported its first surplus in seven years. This financial outcome was achieved while successfully renewing 17 licenses representing over \$50 million in license expenditure.

There being no questions pertaining to this item of business, E. Cannon declared the Report of the Chair for the year-ended March 31, 2015 filed.

E. Cannon also recognized the work of M. Ridley, and congratulated him on the achievement and the receipt of the Ron MacDonald Distinguished Service Award.

6. Executive Director's report

C. Appavoo provided members with an overview of CRKN's achievements this fiscal year. CRKN focussed its efforts on the Strategic Plan objectives. Highlights were as follows:

- First full year devoted to the Integrated Digital Scholarship Ecosystem (IDSE) initiative, delivering a report on the first phase and restructuring of CRKN to best deliver results that support our objective of Collaborating to Advance Digital Scholarship.
- The organization continues to strengthen its core work of Expanding Content and Service Offerings through the license renewal work of the Content Strategy Committee and commitment to collaboration initiatives through partnerships in SCOAP3, Canadiana Heritage and Érudit. Developing and enhancing service offerings (such as the Journal Value Analytics) and pursuing new content opportunities remains a priority.
- CRKN continues to focus its energy and attention on Engaging with Members and Stakeholders. C. Appavoo had opportunities to visit and engage with

many members both on their campuses and through other meetings and conferences during the year.

- CRKN continues to strengthen CRKN sustainability by refining its governance and risk management activities, including the development of a risk register and conducting an HR review resulting in strengthening the environment for staff.

C. Appavoo extended her thanks as follows:

- To CARL for working together with CRKN to deliver this joint meeting
- To the University of Ottawa for hosting the welcome reception, and Carleton University and Library and Archives Canada for offering library tours following the AGM.
- To all of our guest speakers for joining the meetings and sharing their expertise with our community
- To the CRKN Board for their support for the team and their strategic insight to ensure that we deliver positive results to the membership
- To CRKN staff for their commitment, professionalism and their drive to support all the goals of our strategic plan.

There being no questions pertaining to this item of business, E. Cannon declared the Executive Director's report for the year-ended March 31, 2015 filed.

7. Treasurer's report

7.1. FY14-15 audited financial statements

C. Callbeck presented the audited financial statements for the year-ended March 31, 2015. Copies of the financial statements were made available to members in attendance on the AGM website and as part of the 2014-2015 Annual Report.

C. Callbeck reported that the audited statements had received no qualifications or concerns from the auditor, and no management letter to identify areas for improvement.

C. Callbeck drew members' attention to highlights from the financial statements including:

- 17 license renewal negotiations, including renewals for major products such as; Elsevier Science Direct, Wiley Online Library and Informa Healthcare Journals (through Taylor & Francis), and the planning for a further 9 renewals in 2015-16.
- Further development and refinement of the IDSE project, including work by Mike Ridley and Sabina Pagotto to produce a Final information gathering report. The renewal of CRKN's Board, including a new representative from Atlantic Canada and a new Board Vice-Chair;
- Further participation in the international SCOAP3 Open Access initiative, including work by Clare Appavoo on the Executive and Governance Committees;

- The completion of the work of the Banding Task Group and the Content Development Task Group, the continued work of the Serials Management Sub-Committee, and the formation of the Model License and the Institutional Mobilization Task Groups.

It was noted that while CRKN continues to recover exactly 100% of nearly \$100 million in licenses costs from members, CRKN operations posted a modest surplus – the first in seven years: A surplus of \$42,187 was reported, which is significantly better than the budgeted deficit of \$91,850.

The following was also highlighted:

- an operating deficit has been planned in each of the last five years to draw down CRKN's accumulated surpluses, based on a multi-year model to ensure CRKN's long-term sustainability.
- CRKN's multi-year model now anticipates that, barring unforeseen changes in organizational scope or mandate, CRKN should be able to balance its budget by the end of FY2016-17.
- With Board approval and in accordance with its multi-year model, CRKN raised its membership fees for the fourth time and by 4.0% in FY14-15, increasing from \$1,140,333 to \$1,185,955. CRKN's membership held constant at 75 for the year.
- CRKN continued to fund operations internally without drawing on any credit facility by prudently monitoring cash flows, and continued to subsidize its operating activities with modest interest and other revenue, including a reprisal of the foreign exchange project.
- Beginning with the statement of financial position, despite several years of deficit budgeting, CRKN remains very well capitalized, and able to meet its ongoing resourcing needs internally.

Overall, it was noted that amounts invested in capital assets continue to decline due to leasehold improvements and that CRKN's balance of unrestricted net assets increased for the second year in a row. As per policy, CRKN will formally restrict funds equal to ½ of its operating budget to provide a prudent and practical limit to the period under which CRKN can operate with a deficit budget. Highlights of CRKN's income statement was also shared.

There being no questions pertaining to this item of business, E. Cannon declared the audited financial statements for the year-ended March 31, 2015 filed.

7.2. Appointment of auditor for FY15-16

The recommendation was for the membership to re-appoint the auditors for the fiscal year 2015-2016, based on the recommendations of the Finance & Audit Committee and the Board of Directors.

Motion: that the firm of Deloitte & Touche LLP be re-appointed as the auditors of the Corporation for the fiscal year ended March 31, 2016, and that the Directors of the Corporation be authorized to fix the auditor's remuneration.

Moved: Chris Callbeck, University of New Brunswick

Seconded: Richard Dumont, Université de Montréal

Carried.

7.3. FY15-16 budget & multi-year financial model

C. Callbeck presented highlights of the budget for FY15-16 as approved by the Board of Directors on March 31, 2015, noting:

- That the budget is drafted by management, and recommended for approval by the Finance and Audit Committee, which applies significant oversight and due diligence to the process, but that ultimately it is the Board who approves the budget.
- Strategic plan and multi-year financial model continue to inform the budget process.
- Three-pronged model for addressing deficit: reducing or containing costs, increasing non-membership fee revenue where possible, and drawing down accumulated organization equity within the constraints of the net assets policy as a bridging measure
- Budgeting modest interest and other revenue as in past year as well as a membership fee increase of 3.5%.
- F&A considered a new membership model this year, following on the work of the Banding Task Group.
- Future year budgets will be designed to resource the organizations' strategic plan.
- \$61,039 is the approved deficit for the year and the F&A is cautiously confident that we will meet that budget.
- Resourcing the IDSE project may have a significant financial impact on the organization.

There being no questions pertaining to this item of business, E. Cannon declared the budget and multi-year financial model report for the year-ended March 31, 2015 files.

7.4. Finance & Audit Committee report

C. Callbeck drew members' attention to the report of the Finance & Audit Committee available via the CRKN website. Members were reminded that the committee is comprised of:

- Christopher Callbeck (Chair), University of New Brunswick (Saint John)
- Kathleen DeLong, University of Alberta
- Daniel Godon, Université de Québec en Outaouais
- Trudy Pound-Curtis, York University
- France Paul, Université de Sherbrooke

It was noted that Kathleen De Long served until March 2015 and was succeeded by Bernard Bizimana, Directeur, Services techniques et

informatisés, HEC Montréal. C. Callbeck thanked committee members for their efforts and their support.

C. Callbeck reported that the goals set out by the Finance & Audit Committee for next year include:

- Review long-term financial plans and evaluate additional revenue opportunities for CRKN including policy work and analysis to support potential grant applications through IDSE;
- Monitor and maintain existing risk management activities, and support the Board by identifying gaps and suggesting remedies in other risk management practices;
- Continue to monitor accounting standards changes, and taxation implications for the organization to safeguard organizational assets and ensure fiscal accountability;
- Leverage the committee member's expertise in measuring and communicating CRKN value to members and to the stakeholder community in ways that support and compliment other committees and initiatives; and,
- Provide analysis and recommendations to the Board and membership with respect to plans to update CRKN's membership fee

C. Callbeck acknowledged and thanked K. Blonski and B. Kuurstra and other CRKN staff who support the work of the Finance & Audit Committee.

There being no questions pertaining to this item of business, E. Cannon declared the report of the Finance & Audit Committee for the year-ended March 31, 2015 filed.

7.5. Membership Fee Proposal

The Finance & Audit Committee had asked staff to use the work of the Banding Task Group as a basis for a principled proposal for updating CRKN's membership fees. The membership fee proposal was communicated with the membership fee invoices sent in June 2015. Separately, the Executive Director has worked to consult with members who were significantly negatively affected by the proposed changes, and all expressed their support for that change.

The proposal, along with the underlying principles, was also communicated on the AGM webpage prior to this meeting. The proposal includes information on calculating bands initially in accordance with the work of the Banding Task Group, for adjusting and changing fees and for communicating changes to membership. These changes would take place beginning with the membership fees sent in June 2017 for the 2017-18 membership fee year.

The Finance & Audit Committee and the Board are recommending this banding-based membership fee model for reasons of consistency, equity and transparency. A brief discussion was held on the proposed timeline for the implementation of the new membership fee.

Motion: that beginning with the FY2017-18, CRKN adopt a new membership fee structure based on the banding system as described in the documents delivered to members in June 2015.

Moved: Chris Callbeck, University of New Brunswick

Seconded: Brenda Mathenia, Thompson Rivers University

Carried.

8. Content Strategy Committee report

T. Mundle, Chair of the Content Strategy Committee (CSC), presented the following highlights from the 2014-2015 Annual Report, available via the CRKN website.

CRKN completed 17 license renewals over the past year. The renewals were split in categories depending on the degree of importance and complexity. CRKN also collaborated with Érudit in a new partnership, was successful in the negotiations with Elsevier, launched new task groups such as the MLTG, explored new content opportunities (for example, Canadiana). The CSC continues to adopt priorities such as cost containment and inter-consortia collaboration while working on license negotiations.

T. Mundle acknowledged the excellent work of the committee members and the CRKN staff for their support to the work of the committee.

There being no questions pertaining to this item of business, E. Cannon declared the report of the Content Strategy Committee (CSC) for the year-ended March 31, 2015 filed.

9. IMTG Update

In response to last year's member resolution, the Board formed the Institutional Mobilization Task Group with a two-fold mandate:

- Developing tools for members to use to facilitate conversation within their own institutions regarding the challenges of the current scholarly communications environment and the potential impact that faculty and administration may bring to bear in influencing the publisher price.
- Developing a communication strategy for the broader stakeholder community, such as University Presidents and funding agencies

Members had an extensive discussion on the work to date of the IMTG, with an opportunity to review and provide feedback on the toolkit as drafted by the IMTG. Next steps include the following:

- IMTG to integrate feedback from members to finalize toolkit
- Members to begin conversations within their institutions
- IMTG to complete communications strategy for external stakeholders
- IMTG to deliver final report to the Board

E. Cannon thanked the IMTG for their work.

10. Strategic Planning

C. Shepstone thanked members for their feedback during the Strategic Planning session earlier that day. The CRKN Board and staff will work on incorporating members' feedback and re-working the tactics for the renewal.

Motion: that the membership supports extending the existing strategic plan with updated tactics until the 2017 AGM.

Moved: Carol Shepstone, Mount Royal University

Seconded: Elaine Fabbro, Athabasca University

Carried.

11. By-Law information

C. Shepstone advised members that a correction has been made to the French translation of the by-laws. The phrase University Librarian was originally translated as 'bibliothécaire universitaire (d'un établissement membre)". It was noted that 'le directeur des bibliothèques (d'un établissement membre)' is a more faithful translation. The by-laws have been updated to reflect that change. C. Shepstone reminded members that the English by-laws are the version of record.

12. Election of Directors

C. Shepstone presented the results of the recent election to fill two vacancies on the Board of Directors, noting that the positions was filled by acclamation and that a formal election process was not necessary.

Elected (September 2015):

Gwen Bird: a university librarian from a member institution with >\$100M in external research funding (to AGM 2018)

Trevor Davis: a university researcher from a member institution (to AGM 2018)

Continuing / Elected in 2013-2014:

Lorraine Busby: a university librarian from a member institution in the Atlantic region (to AGM 2017)

Christopher Callbeck: a university administrator from a member institution (to AGM 2017)

Robert Clarke: a university librarian from a member institution in the Ontario region (to AGM 2016)

Daniel Godon: a university librarian from a member institution in the Quebec region (to AGM 2016)

Todd Mundle: a university librarian from a member institution elected by the membership to serve as CSC Chair (to AGM 2016)

Carol Shepstone: a university librarian from a member institution in the Western region (to AGM 2017)

Motion: To comply with the Industry Canada requirements, that the slate of 8 directors as presented be ratified by the membership.

Moved: Carol Shepstone, Mount Royal University

Seconded: Elizabeth Braaksma, Brandon University

CARRIED

13. Appointment of Directors

C. Shepstone informed members that the Board, just elected, will meet immediately following the Meeting of the Members to formally appoint the two remaining Board positions. Members were reminded that appointed positions require annual confirmation based on the recommendation by the Executive Committee.

C. Shepstone advised members of the following recommendations for Board appointments:

- that Larry Alford be appointed to the Board as Member-at-Large; and,
- that Elizabeth Cannon, President and Vice-Chancellor of the University of Calgary, be reappointed to the Board as the Chair.

There being no questions pertaining to this item of business, E. Cannon thanked C. Shepstone and the Executive Committee for their work on the recent election.

14. Annual General Meeting 2016

E. Cannon noted that members will convene for the 2016 Annual General Meeting in Atlantic Canada on October 18-20, 2016.

15. Other business

There was no other business at this meeting.

16. Adjournment

E. Cannon thanked members for their attendance and the staff of CRKN for the organization of the Annual General Meeting and for their work over the past year and invited members to complete surveys and provide feedback on the meetings.

E. Cannon declared the meeting adjourned at 11:28 a.m.