

Annual Meeting of the Members (Business Meeting)

Thursday, October 18, 2018
Vancouver, BC

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

1. Welcome and call to order

A. Shepard, Chair of the Board of Directors, called the meeting to order at 10:37 am PST 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, A. Shepard acted as Chair of the meeting and T. Mundle acted as parliamentarian.

Scrutineer C. Olsvik confirmed that 50 voting institutions were represented at the meeting. Having been advised as per the organizations By-laws that representatives of at least 25 Institutional Members constituting one third the membership were in attendance and that quorum had therefore been achieved, A. Shepard 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 be adopted as distributed.

Moved: Daniel Godon, Université du Québec en Outaouais

Seconded: Lynda Gadoury, Université du Québec à Montréal

Carried.

3. Approval of the October 20, 2017 minutes

Motion: that the minutes of the Annual Meeting of the Members (Montreal, October 20, 2017) be approved as distributed.

Moved: Daniel Godon, Université du Québec en Outaouais

Seconded: Susan Cleyle, Memorial University

Carried.

4. Introduction of Directors

For the benefit of members in attendance, A. Shepard introduced the current members of the Board of Directors.

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

Gwen Bird: a university librarian from a member institution with more than \$100M in external research funding elected by the membership to the Board as a Director.

Ian Nason: a university administrator from a member institution elected by the membership to the Board as a Director, and appointed by the Board as Treasurer.

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

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

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

Todd Mundle: *a university librarian from a member institution elected by the membership to the Board as a Director and Content Strategy Committee Chair.*

Melissa Just: *a university librarian from a member institution in the Western region elected by the membership to the Board as a Director and appointed by the Board as Vice-Chair.*

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

Alan Shepard: *appointed by the Board as a Director and Chair of the Board.*

A. Shepard noted that the CRKN Board has exercised its ability to change the By-laws provisionally between membership meetings, and has added Rebecca Graham to the Board with a mandate to Chair the Preservation and Access Committee on that basis. The changes to the CRKN By-laws and the election results appear later on the agenda of this meeting.

5. Report of the Chair, Board of Directors

A. Shepard drew members' attention to the CRKN Annual Report for 2017-2018 and complimented the CRKN Board of Directors and staff on both the state of the organization and the collegiality. A. Shepard shared his observations on the contribution that CRKN makes to digital research infrastructure and access to scholarly content in Canada. A. Shepard highlighted the initiatives and projects CRKN leads or takes parts in, including: the Journal Usage Project, Coalition Publi.ca, SCOAP3, Journal Value Analytics and the Foreign Exchange Service. A. Shepard also noted the CRKN and Canadiana.org merger stating that it builds on the strengths of the organization and its ability to collaboratively and collectively make significant and meaningful contributions to scholarship in Canada. It is anticipated that through the digitization, preservation, and access services of Canadiana, CRKN will increase access to documentary heritage content available now and for future generations.

A. Shepard also recognized the work of B. Séguin, and congratulated him on the achievement and the receipt of the Ron MacDonald Distinguished Service Award.

A. Shepard also noted thanked Trevor Davis, whose term on the Board has ended for contributions and look forward to his contributions on ORCID-CA Advisory Board.

There being no questions pertaining to this item of business, A. Shepard declared the Report of the Chair for the year-ended March 31, 2018 to be filed.

6. Executive Director's report

C. Appavoo provided members with an overview of CRKN's achievements for the 2017-2018 fiscal year noting that activities were focussed towards achieving the objectives of the Strategic Plan. She commented on the successful merger of CRKN and Canadiana.org, the continued work of CRKN to seek alternatives to the "Big Deal", providing collection analysis data to its members to assist in evidence-based collection decision-making, continued international engagement through participation in the successfully renewed SCOAP3 initiative, participation in the International Council of Library Consortia community, and exploration of the OA2020 initiative. C. Appavoo also highlighted that CRKN acts as the administrative lead organization for the ORCID Canada (ORCID-CA) consortium and continues to support the Coalition Publi.ca partnership with Érudit and the Public Knowledge Project, participate in the National Heritage Digitization Strategy, the Leadership Council on Digital Research Infrastructure, as well as the continued support of the Canadian National Digital Heritage Index.

C. Appavoo extended her thanks to Simon Fraser University and University of British Columbia for their support and assistance in hosting events tied to the AGM this year, to guest speakers for joining and sharing their expertise with the community, the CRKN Board for its support and leadership, and the CRKN staff for their commitment and professionalism.

There being no questions pertaining to this item of business, A. Shepard declared the Executive Director's report for the year-ended March 31, 2018 filed.

7. Treasurer's report

7.1. FY17-18 audited financial statements

I. Nason presented the audited financial statements for the year-ended March 31, 2018. Copies of the financial statements were made available to members in attendance on the AGM website and as part of the 2017-2018 Annual Report. Members were encouraged to review the MD&A for additional detail on the financial statements.

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

I. Nason drew members' attention to highlights from the financial statements:

- Members experienced another year of record license participation in 2017-2018 even after allowing for inflation and exchange rate fluctuations.
- The member-endorsed combination with Canadiana.org
- Despite several years of deficit budgeting, CRKN remains very well capitalized and able to meet its ongoing resourcing needs internally.
- Amounts invested in capital assets have increased by about \$310,000 during the year, particularly as a result of the purchase of assets during the Canadiana combination.
- CRKN continues to set aside 1/2 of its operating budget – \$1.6M - as a contingency via 'restricted net assets' on the balance sheet.
- CRKN continues to publish its annual budget within its audited financial statements
- CRKN's membership fees increased by 2.5% in 2017-2018 total and consistent with the planned move to a system of banded membership fees.
- CRKN's investment income was better than budgeted, as changes in the Bank of Canada interest rate increased CRKN's effective rate of interest from 1.05% to 1.8% during the year. CRKN continues to raise additional revenues and cover costs where appropriate.
- CRKN was able to realize a one-time accounting gain through the mechanics of the Canadiana.org combination, details of which are disclosed in the notes.
- CRKN was under budget for most expense categories, but exceeded budgeted staff travel and incurred some additional one-time equipment maintenance costs related to the Canadiana combination.

There being no questions pertaining to this item of business, A. Shepard declared the audited financial statements for the year-ended March 31, 2018 to be filed.

7.2. Appointment of auditor for FY18-19

I. Nason noted that it was recommended by the Finance & Audit Committee and the Board of Directors that the membership re-appoint the auditors for the fiscal year 2018-2019 in light of the CRKN-Canadiana combination. It was noted that CRKN works with Deloitte to ensure that the audit staff and audit partners are rotated periodically, even if CRKN continues to use the same firm.

Motion: that the firm of Deloitte & Touche LLP be appointed as the auditors of the Corporation for the fiscal year ending March 31, 2019, and that the Directors of the Corporation be authorized to fix the auditor's remuneration.

Moved: Ian Nason, Dalhousie University

Seconded: Brett Waytuck, University of Regina

Carried.

7.3. Finance & Audit Committee report

I. Nason drew members' attention to the report of the Finance & Audit Committee available via the CRKN website. The most significant activities undertaken by the committee this year was overseeing the move to banded membership fees, directing staff to extend the foreign exchange services that CRKN offers members, and providing feedback and advice on the Canadiana combination.

Members were reminded that the committee is comprised of:

- Ian Nason, Vice-president, finance and administration, Dalhousie University (Chair & Treasurer);
- Bernard Bizimana, Directeur, HEC Montréal.
- Daniel Godon, Directeur de la bibliothèque Université du Québec en Outaouais
- France Paul, Directrice des services techniques, Service des bibliothèques et archives, l'Université de Sherbrooke
- Andrew Coward, Treasurer, University of Victoria

Each year, the committee sets objectives for the coming year. This year in particular, the committee is meant to work to consider the financial and operational risks of a larger organization, and work to describe the sources and uses of CRKN's operating funds to ensure that CRKN members and stakeholders are not unintentionally cross-subsidizing digitization and hosting clients.

I. Nason acknowledged and thanked C. Appavoo, K. Blonski, B. Kuurstra, M. Philippe and other CRKN staff who support the work of the Finance & Audit Committee and thanked committee members for their efforts and their support.

There being no questions pertaining to this item of business, A. Shepard declared the report of the Finance & Audit Committee for the year-ended March 31, 2018 to be filed.

7.4. FY18-19 budget & multi-year financial model

I. Nason presented highlights of the budget for FY18-19 as approved by the Board of Directors on March 31, 2018, noting that the budget is drafted by management, reviewed and recommended for approval by the Finance and Audit Committee, providing significant oversight and due diligence to the process, and ultimately approved by the Board. Highlights noted were:

- CRKN is ahead of its budget to September 30th, noting additional digitization costs and attendant revenues. CRKN is committed to maintaining and enhancing its content program while working to understand the demands of new digitization and platform initiatives added through the merger with Canadiana.
- On the non-licensing revenue side, CRKN has budgeted modest interest and other revenue in line with past years, combined with a board-approved membership fee increase of 2%.
- It is anticipated that membership fee increases will continue to be considered by the Finance & Audit committee and Board in the context of the strategic plan and CRKN's multi-year model.
- The multi-year model includes creation and maintenance of the new Heritage Content Access and Preservation fund, which re-directs members' existing Canadiana contributions (both Canadiana membership fees and ECO subscriptions), and for a minimum three-year period.
- CRKN's approved budget includes a surplus of \$111,000 in FY2018-2019, but projections suggested a nearly balanced budget in FY2019-2020 with the additional staffing requirements necessitated by the merger. Six months into combined operations, we are better identifying resourcing levels and other efficiencies.

There being no questions pertaining to this item of business, A. Shepard declared the budget and multi-year financial model report for the year-ended March 31, 2018 to be filed.

8. Content Strategy Committee report

T. Mundle, Chair of the Content Strategy Committee (CSC), presented highlights from the 2017-2018 Annual Report, available via the CRKN website. He commented on Big Deal license negotiations, the extension and subsequent cancellation of the CAIRN license, the continuation of the Érudit/Coalition Publi.ca partnership, and the integration of the Canadiana ECO license fees into the new Heritage Content Access and Preservation Fund following the CRKN and Canadiana combination.

T. Mundle also thanked M. Ward for her service to the CSC (and NRT) and to CRKN members.

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, A. Shepard declared the report of the Content Strategy Committee (CSC) for the year-ended March 31, 2018 filed.

9. Pursuing a TDR Preservation & Perpetual Access solution

T. Mundle advised members that the Search for a preservation and perpetual access solution for CRKN-licensed content began with the Perpetual Access Task Group in 2012; eventually led to the formation of the Trusted Digital Repository Task Group in 2017. Additionally, recommendations of the License Transition Task Group aligned with the outcomes of the TDRTG, as they recommended that CRKN take further steps to protect perpetual rights and local loading.

The TDRTG took a consultative approach to its work and engaged with CRKN members and stakeholders on several occasions and at different milestones throughout the course of their tenure. This included teleconferences devoted to updating members on the progress of the group and to solicit their feedback on the group's work and direction to date. A session was held at last year's AGM as well, where further updates were provided and the group was able to take the temperature of the membership regarding the expected direction their final recommendations would take. Members of the TDRTG also attended and presented during each of the Directors' meetings of the four regional consortia – COPPUL, OCUL, BCI, and CAUL. This was a very beneficial step to take, as it allowed for frank discussion at the Director level among peer institutions, and the feedback received by the TDRTG was invaluable.

Both the TDRTG and Board are conscious of the delicate nature of this proposed collaboration with OCUL, UTL, and Scholars Portal, and have been very deliberate in working to ensure that all stakeholders are comfortable with the pace of progress, and that hopefully all parties feel adequately consulted and engaged in the process.

Therefore, recognizing that there are financial implications to continuing towards next steps and further negotiations with said parties, the Board sought approval from the membership to move forward with this initiative.

Motion: WHEREAS the Corporation had mandated a Trusted Digital Repository Task Group (TDRTG) to explore options for the adoption of the Scholars Portal (SP) Trusted Digital Repository (TDR), a service of the Ontario Council of University Libraries (OCUL), as a national TDR service for CRKN licensed content.

AND WHEREAS the final report of the TDRTG has been delivered to the CRKN membership with recommendations on how a national TDR service might be arranged.

AND WHEREAS the membership understands that the success of this initiative would require further discussion and negotiation with OCUL, the University of Toronto Libraries and Scholars Portal, as well as the broad support and financial commitment of all CRKN members.

NOW THEREFORE BE IT RESOLVED THAT:

The Members endorse in principle the recommendations of the TDRTG Report and authorize the CRKN Board of Directors to establish a working group to negotiate agreements with appropriate stakeholders, to finalize an annual budget, and to propose a cost allocation model, both for the implementation phase and for the ongoing operation, in advance of a final decision or commitment from the membership.

Moved: Todd Mundle, Kwantlen Polytechnic University
Seconded: Pascal Calarco, University of Windsor
Carried.

10. Amendments to CRKN By-laws

A. Shepard advised that the Board of Directors has circulated proposed changes to the CRKN By-laws with the materials for this meeting. The changes proposed are an outcome of the Canadiana combination process endorsed a year ago, and are intended to allow CRKN to better represent the three members of Canadiana – Library and Archives Canada, Bibliothèque et Archives nationales du Québec (BAnQ) and the Toronto Public Library – who are not themselves members of CRKN.

The proposed changes would also formally add the Preservation and Access Committee as a standing committee of the corporation, and would allow the membership to elect a Board member to serve as chair. The Board would also have the option to appoint an additional Board member, as necessary, to represent the interests of non-member stakeholders, meaning the size of the Board would potentially increase from 10 to 12 members.

The Board of Directors has used its prerogative granted to it under the Canada Not-for-Profit Corporations Act to provisionally change the By-laws between meetings of the membership: It has constituted the Preservation and Access Committee, and appointed Rebecca Graham to the Board to chair it as a result.

Should the proposed changes to the By-laws be passed by the membership at this meeting, TPL, BAnQ and LAC would be eligible for membership, and their membership would be contingent on written application to the Board.

Clarification on entitlements the new members would have was shared with the membership and suggestions were proposed to enhance the language for the membership categories. An amendment was proposed from the floor to remove the definite article in 1(1)(c) and to clarify institutional membership eligibility by rewriting language proposed in 3(1)(b) to remove “one of” before listing the founding members of Canadiana.

Motion: That the By-laws be adopted as amended.

Moved: Gwen Bird, Simon Fraser University
Seconded: Carol Shepstone, Ryerson University
Carried.

11. Election of Directors

G. Bird presented the results of the recent election to fill three vacancies on the Board of Directors.

Elected (AGM 2018):

Constance Crompton: a university researcher from a member institution (initial term - to AGM 2021)

Rebecca Graham: a university librarian from a member institution elected by the membership to serve as PAC Chair (initial term -to AGM 2021)

Re-Elected (AGM 2018):

Gwen Bird: a university librarian from a member institution with >\$100M in external research funding (second term - to AGM 2021)

Continuing / Elected in 2016 and 2017:

Melissa Just: a university librarian from a member institution in the Western region elected by the membership to the Board as a Director (initial term - to AGM 2020)

Daniel Godon: a university librarian from a member institution in the Quebec region (second term - to AGM 2019)

Todd Mundle: a university librarian from a member institution elected by the membership to serve as CSC Chair (second term - to AGM 2019)

Lesley Balcom: a university librarian from a member institution in the Atlantic region elected by the membership to the Board as a Director (second term - to AGM 2020)

Catherine Steeves: a university librarian from a member institution in the Ontario region elected by the membership to the Board as a Director (initial term - to AGM 2019)

Ian Nason: a university administrator from a member institution elected by the membership to the Board as a Director (initial term - to AGM 2020)

Motion: That the slate of 9 directors as presented be ratified by the membership.

Moved: Gwen Bird, Simon Fraser University

Seconded: Brett Waytuck, University of Regina

Carried.

12. Appointment of Directors

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

G. Bird advised members of the following recommendations for Board appointments until the 2019 AGM:

- that Larry Alford be re-appointed to the Board as Member-at-Large; and,
- that Alan Shepard, President and Vice-Chancellor of Concordia University, be appointed to the Board as the Chair.

There being no questions pertaining to this item of business, A. Shepard thanked G. Bird and the Executive Committee for their work on the recent election, and in particular Gwen's work as Vice-Chair.

13. Annual General Meeting 2019

A. Shepard noted that members will convene for the 2019 Annual General Meeting in Ottawa on October 15-17, 2019, and invited members to submit topics of discussion, feedback and concerns to CRKN Staff and Board for consideration while building the 2019 AGM Programming.

14. Other business

There was no other business at this meeting.

15. Adjournment

A. Shepard 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. He invited members to complete surveys and provide feedback on the meetings, and wished all attendees safe travels back to their respective institutions.

A. Shepard declared the meeting adjourned at 11:25 a.m.