

Annual Meeting of the Members (Business Meeting)

Friday, October 20, 2017
Montreal, QC

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 10:45 am EST 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, C. Appavoo acted as Secretary, and T. Mundle acted as parliamentarian.

Scrutineer C. Olsvik confirmed that 62 voting institutions were being 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: Betty Braaksma, Brandon University

Seconded: Brenda Mathenia, Thompson Rivers University

Carried.

3. Approval of the October 20, 2016 minutes

Motion: that the minutes of the Annual Meeting of the Members (Halifax, October 20, 2016) be approved as distributed.

Moved: Betty Braaksma, Brandon University

Seconded: Elaine Fabbro, Athabasca 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.

Christopher Callbeck: 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.

Carol Shepstone: 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 advised members that Chris Callbeck and Carol Shepstone are completing their terms on the CRKN Board of Directors and will step down following this meeting. On behalf of the organization, he thanked them for their exemplary service to CRKN, their dedication, consistency and perspective on the Board and CRKN Committees. As per CRKN custom, a donation has been made on behalf of each outgoing Director to the cause of their choice to recognize their service to CRKN and its stakeholder community.

5. Report of the Chair, Board of Directors

A. Shepard drew members' attention to the CRKN Annual Report for 2016-2017 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 how academic libraries have evolved significantly over the past two decades and the challenges they face in the ever-changing environment which have forced them to reinvent how they deliver teaching and research support. A. Shepard highlighted that CRKN was well-positioned to address new and existing challenges that reach far beyond the library community to integrate digital scholarship and advance research capacity and innovation in Canada, while building on traditional strengths in licensing and content negotiation and focusing on opportunities to collaborate nationally and internationally.

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

There being no questions pertaining to this item of business, A. Shepard declared the Report of the Chair for the year-ended March 31, 2017 to be filed.

6. Executive Director's report

C. Appavoo provided members with an overview of CRKN's achievements for the 2016-2017 fiscal year noting that activities were focussed towards achieving the objectives of the Strategic Plan. She commented on the increasingly challenging financial environment changing and the scholarly communication landscape in which CRKN members find themselves, the declining value of the Canadian dollar and its significant impact on license costs for its members, work accomplished by the CSC with license negotiations and seeking alternative options to the "Big Deal" packages for members, the increased level of engagement with members in the negotiations process, CRKN's involvement in the SCOAP³ initiative, CRKN's participation in the International Council of Library Consortia (ICOLC) community and the exploration of the OA2020 initiative and the exploration of the possibility of combining CRKN and Canadiana.org. C. Appavoo noted that CRKN continues to operate in a fiscally responsible manner, exceeding budget expectations and showing a third consecutive modest surplus in fiscal 2016-17. CRKN also extended its office lease in 2017 for another 5 years and launched its newly re-designed website.

C. Appavoo extended her thanks to all Montreal-based institutions 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, 2017 filed.

7. Treasurer's report

7.1. FY16-17 audited financial statements

C. Callbeck presented the audited financial statements for the year-ended March 31, 2017. Copies of the financial statements were made available to members in attendance on the AGM website and as

part of the 2016-2017 Annual Report. Members were encouraged to review the MD&A for additional detail on the financial statements.

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:

- 2016-17 was a year of unprecedented licensing costs for the membership, with CRKN members facing increased financial pressures.
- CRKN returned to a structurally balanced budget, following seven years of planned operating deficits, with the third small surplus with CRKN earning some \$65,000 in 2016-17, versus a budgeted deficit of nearly \$37,000.
- 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 increased by about \$100,000 during the year after reaching a nine-year low last year. The bulk of the changes have to do with the capitalization of work on CRKN's new website, which was more involved and costly than budgeted.
- Despite a modest surplus, CRKN's balance of unrestricted net assets decreased for the first time in four years by about \$67,000. CRKN still has over \$1.1M in its balance of unrestricted net assets.
- CRKN's longstanding policy requires CRKN to formally restrict funds equal to ½ of its operating budget. This year the significant increase in capital assets and the approval of the 2017-18 budget both reduced CRKN's balance of unrestricted net assets.
- While licensing revenues were the highest ever, CRKN's operating revenues were 3% more than budgeted.
- CRKN was under budget for most expense categories, but exceeded budgeted staff travel and website amortization costs during the year.

There being no questions pertaining to this item of business, A. Shepard declared the audited financial statements for the year-ended March 31, 2017 to be filed.

7.2. Appointment of auditor for FY17-18

C. Callbeck 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 2017-2018. 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, 2018, and that the Directors of the Corporation be authorized to fix the auditor's remuneration.

Moved: Chris Callbeck, Acadia University

Seconded: Elaine Fabbro, Athabasca University

Carried.

7.3. FY17-18 budget & multi-year financial model

C. Callbeck presented highlights of the budget for FY17-18 as approved by the Board of Directors on March 31, 2017, 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:

- The multi-year model as presented does not include the ORCID-CA funding or staff costs, and does not imagine any combination with Canadiana.
- The strategic plan and multi-year financial model continue to inform the budget process.

- A three-pronged strategy for addressing deficit is proposed: 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.
- Modest interest and other revenue has been budgeted as in past years, as well as a membership fee increase of 2.5%.
- The approved budget deficit for the current year is \$24,454, and while CRKN is significantly ahead of budget to this point, CRKN anticipates additional consulting and legal costs of \$80,000 should the merger with Canadiana proceed.

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, 2017 to be filed.

7.4. Finance & Audit Committee report

C. Callbeck 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 merger.

Members were reminded that the committee is comprised of:

- Christopher Callbeck, now CFO and VP Finance, Acadia 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
- Trudy Pound-Curtis, Assistant VP Finance and CFO, York University

The goals for the committee for next year are:

- Continue to consider the financial and operational risks posed by a merger with Canadiana;
- Review progress towards short- and long-term financial plans and evaluate additional revenue opportunities for CRKN;
- Monitor and maintain existing risk management activities;
- Continue to monitor accounting standards changes, and taxation implications for the organization;
- Leverage committee member's expertise in identifying, measuring and communicating CRKN value to members and to the stakeholder community;
- Contribute additional strategic and operations expertise to CRKN planning and communications;
- Continue to support the transition of the membership fees structure to be based on the new CRKN bands; and,
- Monitor the effectiveness and efficiency of the foreign exchange project, and suggest ways to provide additional services to members.

C. Callbeck acknowledged and thanked K. Blonski and B. Kuurstra 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, 2017 to be filed.

7.5. Membership Fee Update

C. Callbeck reminded members that a new membership fee model was adopted at the meeting of the members, authorizing CRKN to move in June 2017 towards a model of membership fee distribution based on CRKN bands for the 2017-18 fiscal year. The banding-based membership fee model was approved for reasons of consistency, equity and transparency. It was noted that faculty FTE data –

which had been frozen since Statistics Canada had stopped updating its UCASS data for the 2011 year, has been updated for 2017 (only), and will likely precipitate movement of a handful of members between bands. CRKN continues to use a three-year rolling average of its data points to assemble the bands. A detailed communication is planned to the membership in early 2018 on updates to the bands and banded fees to aid in member institutions budget preparations.

8. Content Strategy Committee report

T. Mundle, Chair of the Content Strategy Committee (CSC), presented highlights from the 2016-2017 Annual Report, available via the CRKN website. He commented on that 2016-17 marked a transition year in terms of CRKN's license renewal process, where member teleconferences were held at beginning of year to solicit member input to negotiation objectives for Big Deal renewals. The feedback received from members through surveys and member teleconferences helped the CSC to negotiate for alternatives to full participation in the "Big Deal" and inclusion of opt-out clauses in CRKN licenses. Achievements included the outcome of the negotiations with Taylor & Francis on its new 20-year rolling archive policy, the renewal of Phase II of the SCOAP³ project, the launch of ORCID-CA with 31 members across Canada and the adoption of the revised and updated CRKN Model License in vendors/ publishers' agreements. The License Transition Task Group (LTTG) was also formed in early 2017 to provide recommendations to the CSC on support services for members cancelling participation in "Big Deals."

T. Mundle also thanked Louis Houle for his service on the CSC (and to the NRT previously). Louis has provided both memory and context to all the discussions and has been instrumental in much of what the NRT and the CSC has accomplished over the years.

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, 2017 filed.

9. Combination of CRKN-Canadiana

C. Shepstone advised members that the Business Proposal for the combination of CRKN-Canadiana was delivered to the membership on October 6th and an overview and opportunity for further discussion as presented to the membership during a dedicated session on October 19th of this AGM. Members had the opportunity to reflect on the benefits and risks of a possible combination with Canadiana.org and were well informed about the motions that were presented to the membership.

Motion: WHEREAS the membership has considered the business proposal as circulated on October 6th describing a proposed combination of CRKN and Canadiana.org and considers it to be in the best interests of the Corporation;

AND WHEREAS the membership acknowledges that the success of the combination depends in large measure on the continued financial contributions of CRKN's members as described in the proposal;

AND WHEREAS the Corporation proposes to enter into an agreement with Canadiana.org, respecting the proposal to unify the Corporation and Canadiana.org as one organization by acquiring the assets of Canadiana.org;

NOW THEREFORE BE IT RESOLVED THAT:

The Members approve in principle the combination of the Corporation and Canadiana.org and more specifically, the acquisition of Canadiana.org's assets. Furthermore, the CRKN Board of Directors is authorized to negotiate, finalize, execute and deliver any and all contracts, documents or instruments in writing with respect to the proposed combination.

Moved: Jonathan Bengtson, University of Victoria

Seconded: Guylaine Beaudry, Concordia University

Carried. (52 In Favour, 8 Against, 1 Abstention)

10. Election of Directors

C. Shepstone presented the results of the recent election to fill three vacancies on the Board of Directors, noting that all three positions were selected without oppositions.

Elected (AGM 2017):

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

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

Re-Elected (AGM 2017):

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)

Continuing / Elected in 2015 and 2016:

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

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)

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

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

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

Moved: Carol Shepstone, Mount Royal University

Seconded: Guylaine Beaudry, Concordia University

Carried.

11. Appointment of Directors

C. Shepstone informed members that the Board as 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 until the 2018 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.

C. Shepstone also noted that the Board intended to appoint G. Bird as Vice-Chair, and I. Nason as Treasurer at the Board meeting immediately following the meeting of the members.

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

12. Annual General Meeting 2018

A. Shepard noted that members will convene for the 2018 Annual General Meeting in Vancouver on October 16-18, 2018, and invited members to submit topics of discussion, feedback and concerns to CRK Staff and Board for consideration while building the 2018 AGM Programming.

13. Other business

There was no other business at this meeting.

14. 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 11:35 a.m.