



## 76<sup>th</sup> CIC Annual General Meeting

May 27, 2020

1:00-2:00 pm ET

Virtual meeting

### Minutes

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#### 1. Call to Order

The meeting was called to order by the CIC Chair, Grant Allen, FCIC, at 1:05 pm ET.

Allen introduced the virtual head table;

Paul Smith, MCIC CIC Vice Chair,

Neil Burford, FCIC, CIC Past Chair,

Ian Jobe, MCIC, Executive Director and Secretary, and

Grant Allen, FCIC, CIC Chair

Jobe indicated that a quorum was present (91 members present)

#### 2. Adoption of Agenda



75<sup>th</sup> CIC AGM  
Minutes, Quebec ap

##### **MOTION:**

THAT the agenda for the 76<sup>th</sup> Annual General Meeting be adopted as presented.

(Workentin/Kennepohl)

There was no discussion when called for.

(An anonymous electronic poll was conducted for 1 minute and the moderator provided the chair with the raw results)

**CARRIED**

#### 3. Adoption of the Minutes of the 75th Annual General Meeting of the CIC



75<sup>th</sup> CIC AGM  
Minutes, Quebec ap

##### **MOTION:**

THAT the minutes of the 75<sup>th</sup> CIC Annual General Meeting held in Quebec City be approved as presented.

(Kennepohl/Gauld)

There was no discussion when called for.

(An anonymous electronic poll was conducted for 1 minute and the moderator provided the chair with the raw results)

**CARRIED**

#### **4. Remembrance of Deceased CIC Members**

Allen read the list of members that the CIC had knowledge of who had passed away during the past year:

- James Pattinson
- I.S. Pasternak
- Carey Bissonnette
- Suning Wang

A moment of silence was observed.

#### **5. Reports**

##### **CIC Chair**



CIC Chair Report  
2019-2020 final.pdf

Allen presented his report highlighting a few CIC activities, realizing that most of the activities of the CIC reside within the three constituent societies and are therefore included in the reports of each society.

Overall, it's been an exciting year where we have moved forward on several initiatives and where we have also faced several challenges, not the least of which is the COVID19 crisis that we are currently in.

- COVID19 pandemic necessitated the cancellation of the Winnipeg CCCE conference.
- this past year we addressed important and difficult financial and Human Resource related issues for the CIC, which revealed significant shortcomings in the way in which we operate as a collective.

Despite these challenging times, I remain optimistic that the CIC and its constituent societies will continue to thrive in the service of our members.

At last year's AGM we launched the CIC strategic plan. We continue to be guided by our vision, to be "a fully interconnected Canadian chemical sciences community that works together for the advancement of understanding, for sustainability, and for national prosperity." It continues to be our guide for a cohesive strategy amongst the CIC and its societies as we seek to become more relevant and valued in the chemicals sciences and engineering community in Canada.

Our specific priorities for the past year were:

- 1) Membership (growth);
- 2) Financial Sustainability and,
- 3) Capacity Building.

Growing membership continues to be a priority for all of our constituent societies, one which

requires even more focus in the coming year. With regards to financial stability, the National Office went through significant and difficult staff restructuring designed to reduce our structural financial deficit while also providing the flexibility to enhance our skills and capacity needed to meet the changing needs of the organizations. In addition, we managed to get out of a very costly long-term office lease through subletting our Ottawa Office and taking up a much smaller footprint and less costly one in the same building to maintain a corporate address.

Moving forward, the CIC Board, in consultation with our constituent societies, has identified the following four priorities for focus in 2020 into 2021:

1. Financial Sustainability
  - a. Continuous Improvement of Operational workflows
  - b. Non-membership revenue planning in the new post-COVID reality
2. Membership Engagement
  - a. Member Resource Groups (MRGs)
  - b. Membership Engagement Strategy and Network System Development
3. Conferences/Events
  - a. CIC ViRTUAL; providing virtual options for current (e.g., CCEC in Ottawa, Oct 2020) and future conferences
  - b. Ensure success of current and future annual society conferences including exploring new models
4. Governance Task Force
  - a. To review the structure and organizations within the CIC and identify and recommend functional changes which could improve operational efficiencies, reduce decision making times, streamline costs, clarify accountability, and bring a renewed and refreshed operating model to the organizations.

Active involvement of our members and Boards across the three societies will be essential to insure success in all of these areas.

#### CIC Treasurer



CIC Treasurer  
Report 2020\_final.p



2019 Audited  
Financial statements

Allen presented the treasurer report due to the resignation of Horton recently citing personal reasons.

Highlights include:

Net revenue (expenditure) of \$(202,963) including a gain of ~\$4,400 from investments and an one-time \$215,000 restructuring cost. This compares to a net revenue (expenditure) for 2018 of \$(19,736) including a loss of ~\$13,000 from investments and no one-time significant charges.

Net Assets of \$(108,388) made up of approximately \$54,000 in capital assets (computers, equipment and furniture (in home offices and in subleased office)) and \$(162,853) in unrestricted net assets.

The auditors gave the CIC a passing qualified audit opinion. Basis for Qualified Opinion is that the

The Chemical Institute of Canada has several divisions that operate independently but have investments and bank accounts held under The Chemical Institute of Canada's name. These accounts, as well as their own divisional activities, are beyond the scope of our audit procedures and are not subject to audit verification. Additionally, the activities of these divisions have not been consolidated in the financial activities of the CIC. This situation has been present for several years and in 2020 we are much closer to completion on this matter. We are confident that in 2020 we will be able to resolve this qualification while meeting the needs of all parties involved.

**MOTION:**

THAT the 2019 audited CIC financial statement be adopted as presented.

(Workentin/Gauld)

There was no discussion when called for.

(An anonymous electronic poll was conducted for 1 minute and the moderator provided the chair with the raw results)

**CARRIED**

The year 2020 will be a challenging year for the CIC and for the 'CIC Collective'.

- COVID-19 has had, and is expected to continue to have, a significant impact on our financial condition and operations resulting in reduction in cash from operations.
- Memberships and associated membership revenue as well as conference profitability are presently and could for the remainder of this year to be meaningfully lower than the prior year across the societies of the CIC if new and innovative approaches are not considered and action not taken.
- To assist in cash flow, the CIC has submitted applications for emergency COVID financial assistance from the Government of Canada. To date, we appear to be successful with our loan and wage subsidy submissions.
- If the CIC is not able to leverage sufficient funding from the societies that it supports or from other sources, its current debts will raise substantial doubt about the Corporation's future ability to continue as a going concern. The CIC may not have sufficient liquidity to meet its future obligations over the next 12-24 months.
- The CIC has not suspended operations due to the COVID-19 pandemic. Instead, it has taken swift and definitive action to pivot its operations – office and events – from a physical presence to virtual and to the development and implementation of a portfolio of new virtual products accelerated by the pandemic. New skills and capabilities have been developed and will continue to be built and acquired to remain relevant to members in our new reality. The COVID-19 pandemic has provided the opportunity to shift. The pandemic, in a very real way, as horrific as it is at many, many levels, has given us an opportunity to stop and think about how the CIC needs to operate, be and provide value to our members in the future.

Last year, we were discussing the need to address structural debt in the CIC and the Societies.

- Over this past year, the CIC realized a significant reduction in its fixed cost base to address this. Now, the fixed cost base with a reduced staff compliment and reduced office commitment is over \$250K lower than last year at this time. A 19% reduction on a \$1.35M operating budget. This reduction was completed pre-COVID.
- This new cost base has provided us with a much better position to withstand the chaos the COVID-19 pandemic has bestowed upon us and our industry and to position ourselves for change and growth. We have not furloughed any staff during the COVID-19 pandemic to date as we retool and build capacity for the future.

The CIC finds itself in an unusual and uncertain position in holding a net asset (liability) balance of \$(108,388), including \$54,000 of capital assets representing a \$(162,853) in unrestricted net assets.

- A debt in a 'service centre'? How does the CIC service that debt?

As noted earlier, the CIC strongly depends on revenue from the three constituent societies (CSC, CSChE and CSCT) as it delivers on its primary mission to implement the priorities of the societies. A situation for the CIC Finance Committee and the CIC and Society boards to sort out with management support.

Going forward in 2020 and into 2021 presents the CIC and the Societies with a challenging opportunity to revisit how the Institute and the Societies are structured and operate and hence resource to fulfill strategic goals and continue operations.

- CIC is striking a Governance Task Force with a scope of work that could include recommendations around organizational and functional change which could improve operational efficiencies, reduce decision making times, streamline costs, clarify accountability, and bring a renewed and refreshed operating model to the organizations. This is a grand undertaking and a priority for the CIC representing an opportunity for positive change for our future.

### Executive Director



ED Report  
2019-2020 for CIC At

Jobe presented his report highlighting the activities not covered in the Chair or treasurers' reports.

A portfolio of projects was supported with a reported 24,000h+ of service amongst the 13 people of the National Office in 2019.

The work was aligned to the themes of the CIC Strategy approved in June 2019:

1. Collaboration, mutual support, and efficiencies amongst the societies.
2. Support strategic initiatives of the societies
3. Support activities of committees
4. Establish policy through tri-Society representation to practise EDI, bilingual communication and advocate for chemical sciences and chemical practitioners nationally and globally.

## 6. Appointment of Auditors for 2020

Membership was informed that the CIC Board has been pleased with the services of John Frouin of the Frouin Group in 2019.

### **MOTION:**

THAT the auditor, chartered accountant John Frouin of the Frouin Group, be appointed as the Corporation's auditor for 2020.

(Workentin/Gleason)

There was no discussion when called for.

(An anonymous electronic poll was conducted for 1 minute and the moderator provided the chair with the raw results)

**CARRIED**

## 7. Recognition

Allen reported to membership the following and thank them for their service, commitment, and contributions.

### **CIC Directors and Officers Retiring**

- Neil Burford, FCIC, CIC Past Chair (May 2020)
- Hugh Horton, MCIC, CIC Treasurer (May 2020)

### **CIC Directors Retiring**

- Deborah Nicoll-Griffith, MCIC, CSC representative (May 2020)
- David Beckmann, MCIC, CSChE representative (October 2019)

The following members were presented as having reached the 50-year milestone as a member of the CIC. The long-term commitment of members like these is a source of inspiration for us all and we value their loyalty.

### **50-year Members**

- |                            |       |
|----------------------------|-------|
| • John Roscoe, FCIC        | CSC   |
| • Tjalle Vandergraaf, FCIC | CSC   |
| • Jose Blanco, MCIC        | CSC   |
| • Bryan Henry, FCIC        | CSC   |
| • Brian Mennie, MCIC       | CSChE |
| • JTG Guy Bélanger, FCIC   | CSC   |
| • Tai-San Lau, MCIC        | CSChE |
| • Brian Kelly, MCIC        | CSChE |
| • Regent Tanguay, MCIC     | CSC   |

The fellowship of the CIC was created as a senior class of membership to recognize outstanding merit by those who have made, or who are clearly in the course of making, a sustained and major contribution to the science or the profession of chemistry or of chemical engineering. Allen announced that we have four new fellows elected this year:

### **New CIC Fellows**

- |                         |       |
|-------------------------|-------|
| • Jeff Keillor          | CSC   |
| • Mona Nemer            | CSC   |
| • Henry Stronks         | CSC   |
| • Donna Jean Kilpatrick | CSChE |

### **CIC 2020 Award Winners**

While we would like to be celebrating the accomplishments of these outstanding individuals in person, we offer well-deserved virtual congratulations to this incredible group of Canadian chemical scientists, engineers, and technologists. While we were unable to celebrate this year in Winnipeg, we look forward to the opportunity to celebrate their achievements in person in either Ottawa this fall at the next CSChE conference or Montreal next year at the CSC conference. Please look for an email coming to you after this meeting recognizing the 2020 CIC fellows and awardees.

## 8. Election of Directors for 2020-2021

Neil Burford, as CIC Nominations Committee chair introduced the process taken for 2020 by the CIC Nomination Committee including a call for nominations. As a result of the call for nominations, an election is required for CIC Treasurer.

### Election for CIC Treasurer



CIC Treasurer  
election\_May 2020.p



CIC Treasurer  
candidate\_Martic Sa

Burford introduced the nominees – Jason Pearson and Sanela Martić  
Information on the nominees had been posted in the AGM documents.

Burford asked for nominations from the floor.

FIRST CALL was made

SECOND CALL was made

THIRD AND FINAL CALL was made

There were no further nominations and nominations were closed.

Election was conducted using an anonymous poll feature of WEBEX; the voting was open for 1 minutes and the results were provided by the event moderator to Burford by email. Burford declared that Pearson was selected as the CIC Treasurer.

### Slate of CIC Directors for 2020-2021

Burford, then proceeded to present the flowing slate of Directors to membership for election to the CIC Board for 2020-2021 as recommended by the CIC Nomination Committee for the following offices to take effect immediately following this AGM. Those taking offices will be officially assigned the office at the first meeting of the new board.

Paul Smith, MCIC, Xerox Research Centre of Canada

Has agreed to stand as a director for a term of two (2) years if elected, and has agreed to hold the following offices during that term:

Chair 2020–2021

Past Chair 2021–2022

Grant Allen, FCIC, University of Toronto

Has agreed to stand as a director for a term of one year if elected and has agreed to hold the following office during that term:

Past Chair 2020–2021

Cathleen Crudden, FCIC, Queen’s University at Kingston

Has agreed to stand as a director for a term of three (3) years if elected and has agreed to hold the following offices during that term:

Vice-Chair 2020–2021

Chair 2021–2022

Past Chair 2022–2023

Jason Pearson, MCIC, University of PEI.

Has agreed to stand as a director for a term of three years if elected and has agreed to hold the following office during that term:

Treasurer 2020–2023

With the following Directors as appointed by the Society's of the CIC:

Deborah Nicoll-Griffith, MCIC, EndoParagon Inc. May 27, 2020 – May 28, 2020

The Canadian Society for Chemistry

Steven Holdcroft, MCIC, Simon Fraser University May 28, 2020 - 2021

The Canadian Society for Chemistry

Charles Jia, MCIC, University of Toronto May 27, 2020 – October 2020 \*

The Canadian Society for Chemical Engineering

\* to be succeeded by new CSChE President as per CSChE AGM in October 2020

Tony Ciarla, MCIC, Simon Fraser University May 27, 2020 – future date 2020 \*\*

The Canadian Society for Chemistry

\*\* to be succeeded by new CSCT President as per CSCT AGM 2020 to be scheduled

Burford asked if there were any nomination from the floor for the roles that are starting new terms in 2020, excluding Treasurer which was already duly called for, and that are not Society appointed roles.

FIRST CALL was made

SECOND CALL was made

THIRD AND FINAL CALL was made

There were no further nominations and nominations were closed.

Burford, thanked all of those who have agreed to stand as directors.

#### **MOTION**

That the slate of proposed CIC Board directors be approved as presented.

(Burford/Heuft)

There was no discussion when called for.

(An anonymous electronic poll was conducted for 1 minute and the moderator provided Burford with the raw results)

**CARRIED**

#### **9. Special Resolutions to amend the General Operating By-law No.1 of the Corporation:**

**Section 5.03 (Directors) "Qualifications" be amended**

**Section 14 "Member Resource Groups" with subsections 14.01-06 be added**



CIC Members'  
special resolutions f

Allen introduced the two special resolutions to amend the bylaws as per notice and posted May 6, 2020, to

1) Remove the requirement that each director must be a full member of CIC, AND

2) Entrench Member Resource Groups like Subject Divisions and Local Sections.

These special resolutions will be shown on the screen, as well were available on the AGM webpage.

It was announced that we will be introducing, discussing and approving each special resolution separately.

### **Section 5.03 (Directors) “Qualifications” be amended**

The first special resolution was presented on the screen. This special resolution is consistent with the bylaws of the CSC, which allows for the flexibility to elect a Director with particular competencies that would benefit the Board; as an example, we could elect a Director with an accounting background for a Treasurer.

*BE IT RESOLVED as a special resolution of no less than two-thirds (2/3rds) of the Members present that the following amendment to the General Operating By-law No.1 of the Corporation be confirmed:*

*Section 5.03 be amended to remove the words “Each Director shall be a Member of the Corporation in the Full subcategory.”, such that the section shall read:*

#### **5.03 Qualifications**

*Each Director shall be an individual who is not less than 18 years of age. ~~Each Director shall be a Member of the Corporation in the Full subcategory.~~ No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director.*

### **MOTION**

That the special resolution to amend Section 5.03 (Directors) “Qualifications” in General Operating By-law No.1 of the Corporation be accepted as presented.

(Crudden/Baines)

There was no discussion when called for.

(An anonymous electronic poll was conducted for 1 minute and the moderator provided the chair with the raw results)

**CARRIED**

### **Section 14 “Member Resource Groups” with subsections 14.01-06 be added**

The SECOND special resolution was presented on the screen. This special resolution will provide the opportunity for the development of Member Resource Groups (MRGs) within the CIC, providing members with an opportunity to form meaningful groups that are not related to specific subjects (Subject Divisions) or geographical areas (Local Sections).

*BE IT RESOLVED as a special resolution of no less than two-thirds (2/3rds) of the Members present that the following amendment to the General Operating By-law No.1 of the Corporation be confirmed:*

*The following language, now viewed on screen, be inserted into the By-laws:*

#### **SECTION XIV MEMBER RESOURCE GROUPS**

##### **14.01 Establishment**

*The Board may establish Member resource groups (“MRGs”) upon receipt of a written request from Members of the Corporation. If formed, the MRG shall originally consist of individuals who requested its formation.*

##### **14.02 Purpose**

*The purposes of the MRGs are to provide a network and community for Members of the Corporation who share similar values, vision, and identity, and to further the purposes of the Corporation contained in its Articles.*

##### **14.03 Governance**

*The Board will adopt a policy governing MRGs (the “MRG Policy”). The MRG Policy shall cover such matters membership, limitations of authority, organization, function, and operation of the MRGs, and any other matters as the Board deems appropriate. The Board shall ensure that each MRG receives an up-to-date copy of the MRG Policy. The Board may amend the MRG Policy from time to time and shall provide a copy of the amended document to the MRGs within ten (10) days of such amendment being approved by the Board.*

**14.04 Responsibilities**

*Each MRG will comply with the Articles and By-laws of the Corporation, the MRG Policy, any strategic plan of the Corporation in effect from time to time, and any Trade-Mark policies, Operating Policies and other policies established by the Corporation from time to time.*

**14.05 Finances**

*MRGs shall be supported financially in part, where necessary, by such grants as the Board shall approve. The Corporation shall not be liable for any expenses incurred or obligations undertaken by MRGs without the prior written approval of the Board.*

**14.06 Dissolution**

*If a MRG becomes inactive or dysfunctional, the Board may, after making efforts to see whether the situation can be resolved, dissolve the MRG. If a MRG is dissolved, all of the assets of the MRG are the property of the Corporation.*

**MOTION**

That the special resolution to add Section 14 “Member Resource Groups” with subsections 14.01-06 to General Operating By-law No.1 of the Corporation be accepted as presented.

(Keillor/Holdcroft)

There was no discussion when called for.

(An anonymous electronic poll was conducted for 1 minute and the moderator provided the chair with the raw results)

**CARRIED**

**10. Progressing Forward 2019 into 2020**



CIC AGM  
May2020\_Grant\_Pau

Remarks were provided by Allen (current CIC chair) and Smith (incoming CIC Chair) using the attached presentation as a basis for the discussion. Smith spoke to the priorities forward for 2020-2021.

**Financial Sustainability**

- Continuous Improvement of Operational workflows
  - Optimize office operations including financial systems
  - Cost reductions to conserve our equity during and post the COVID19 pandemic
  - Seeking new forms of revenue including government support for not-for-profit
- Non-membership revenue planning in the new post-COVID reality

**Membership Engagement**

- Member Resource Groups (MRGs)
  - Operationalise with policy development
  - Expand portfolio of MRGs

Membership Engagement Strategy and Network System Development

Connecting virtually Subject Divisions, Local Sections, Student Chapters, MRGs to engage outside of conferences.

**Conferences/Events**

CIC ViRTUAL; providing virtual options for current (e.g., CCEC in Ottawa, Oct 2020) and future conferences

Ensure success of current and future annual society conferences including exploring new models

**Governance Task Force**

To review the structure and organizations within the CIC and identify and recommend functional changes which could improve operational efficiencies, reduce decision making times, streamline costs, clarify accountability, and bring a renewed and refreshed operating model to the organizations.

**11. Other Business**

Allen asked if there was any other business that properly comes before the meeting. The Secretary indicated that there was none.

**12. Adjournment**

Allen thanked everyone for their attention and attendance at this first virtual AGM and for staying through to the end of the meeting. Allen adjourned the meeting at 2:33 pm ET.

**Grant Allen, FCIC**  
**CIC Chair**

Signed electronically

**Ian Jobe, MCIC**  
**CIC Executive Director, Secretary**