

DRAFT
CALA Annual General Meeting #26
Draft Minutes
June 9, 2015
Radisson Hotel Winnipeg Downtown
288 Portage Avenue
Winnipeg MB R3C 0B8

In Attendance - Board Members

Klas Ohman - Chair
Michael Brodsky - Vice Chair
Dave Schellenberg - Treasurer
Jane Kaczmer - Secretary
Al Colodey
Anna Marie MacFarlane
Barry Loescher
Deborah Masson-Stogran
Glenna Pike
Jeff Zimmer
Rhonda Schop
Shane Harnish

Directors Leaving

Linda Neimor
Paul Fewer

Staff

C. Charles Brimley - President/CEO (referred to as CEO)
Brenda Dashney - CFO
Andrew Morris - Data & Information Manager
Charlette Mallette - EA
Cathy Wylie - Training Manager
Colleen Cotter - Accreditation Manager
Ken Middlebrook - PT Manager

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 & CEO, Charlie Brimley welcomed everyone to the 2015 Annual General Meeting. He introduced CALA's Board Chair, Klas Ohman and asked everyone to complete the event evaluation survey at the end of the event. (copy included in their AGM registration package or can be completed online).

Based on the number of people in attendance plus submitted proxies, a quorum was reached for this meeting to officially take place.

Call to Order

Klas Ohman, CALA Board Chair called the 26th CALA AGM to order.

Approval of the 2015 AGM Agenda

Motion: to approve the Agenda for the 2015 AGM as circulated. Rhonda Schop

Second: Chris Pharo

Opposed: None

Abstentions: None

Carried.

Approval of June 2, 2014 AGM Minutes

Motion: to approve the Minutes of the 2014 AGM as circulated. Jeff Zimmer

Second: Al Colodey

Opposed: None

Abstentions: None

Carried.

Chair's Report

Klas Ohman highlighted a few things in the Annual Report that are important. Over the last year, the Board Governance structure and the way the Board communicates were improved and a Strategy & Risk Committee was added. A 2-year plus IT Project was launched, which will bring more interaction with the members. A Five-Year Strategic Plan is built on five pillars: Programs, Markets, People, Financial and Technology.

Klas called on Dave Schellenberg, the Treasurer to give his report.

Treasurer – Financial Report

Dave Schellenberg thanked the Board for appointing him Treasurer, he thanked Brenda Dashney for all her help and guidance over the past year and he thanked his predecessor, Robin MacLean for doing such a great job.

In addition to complying with policies, all Board polices with respect to Financial Administration, the Treasurer's duty is to present the Annual Financial Plan and the Audited Financial Statements. He is reporting on the following: the work of the Finance and Audit Committee, Financial Highlights, Auditors Report, 2014 Financial Statements and 2015 Budget.

He described that the Finance & Audit Committee's primary function was to assist the CALA Board in fulfilling their responsibilities by reviewing the financial information, systems, and financial reporting processes. The Finance & Audit Committee is comprised of three Directors and two staff members from CALA.

They met quarterly by phone mainly to review and track the Quarterly Statements provided by Brenda Dashney, the Chief Financial Officer, but also as necessary to review and discuss CALA Investment Policy, the potential impact on immerging market trends, to make recommendations to the Board where applicable and most importantly, to make recommendations and to review CALA's Annual Financial Audit.

The Treasurer noted that the Committee has a primary responsibility to evaluate and recommend the annual appointment of the external auditors and that later the Membership would be asked to approve the re-appointment of Welch LLP for the 2015 fiscal year.

In his financial highlights, he noted CALA's total revenues for 2014 were approximately 3% greater than previous year results.

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The PT program experienced modest growth of 4% over 2013 results.

The Accreditation Program revenues saw a growth over 2013 results by 3%.

He continued by reporting that the Training Program suffered disappointing results in 2014 falling 12% below the results achieved in 2013. Lower registrations for online courses, webinars and delays in launching new course material contributed to the lack of growth.

Total expenses increased by approximately 5% over previous year. All program direct costs were under budget. General & Administrative Expenses were up significantly in part because the Board approved the hiring of a Project Manager for the current IT Project. Even though CALA decided to write off the remaining investment with the previous software contractor of \$106K, we still managed to have an excess of revenue over expenses of \$62K.

The Welch LLP's Auditor's Report stated that the audit was conducted in accordance with Canadian generally accepted auditing standards and the financial statements present fairly in all material respects, the financial position of CALA as at December 31, 2014.

Appointment of Auditors

Motion: to re-appoint the firm of Welch, LLP as CALA auditors for the year ending December 31, 2015. **Dave Schellenberg**

Second: **Jeff Zimmer**

Opposed: None

Abstentions: None

Carried.

Slight gains projected this year for PT and Accreditation and hopefully, Training will rebound with new training material being developed and brought online. Investment revenue is predicted to be lower as a result of an anticipated withdrawal from investments to the fund, the IT Project, as well as current market conditions.

Accreditation Expenses are higher than 2014 due to the Biennial Training Session held this year in March. General & Administrative Expenses are increasing this year because of the Project Manager for the IT Project. Expenses impacted from the decline of the Canadian dollar, our IT support and any potential International travel for assessments or for mutual recognition agreement related meetings.

The IT Project Development will commence in 2015 and carry on into 2016 and a bit longer. The investment of this IT Project is significant and will be financed in a combination of reserves and reallocated operational expenses. Once completed this system will improve service for clients related to the management and PT results and improve the efficiency within CALA. Through prudent fiscal management over the years, CALA is well positioned to move ahead with this and fund the cost of this project.

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The Chair answered the question about the cost of the IT Project. An agreement was made with Cobalt for about \$650K US and a commitment of \$162K US this year with a number of penalty clauses and incentives in place. The CALA staff and IT Project Manager, Leslie Youngson are working towards building a relationship with Cobalt over time. After the project is completed, there are going to be ongoing maintenance fees and this is going to be a long term working arrangement. This is one of Cobalt's largest projects and they want to see it succeed as much as we do. We are trying to get the best possible product and minimizing the risk.

President & CEO's Report

Mr. Brimley noted that his President & CEO Report was published in the 2014 Annual Report and was posted on the CALA website.

He wanted to highlight two or three items that have some importance and have not been previously mentioned. First is our responsiveness from our members and the feedback we get from our members and stakeholders. We pride ourselves in our ability to respond quickly and effectively, but there is never a short enough response time and we are always working on ways to make it better. It was mentioned that the ISO Committee has three very qualified people close to CALA that are working on the revisions to the ISO/IEC 17025 Standard.

The Training program has had some challenges over the last couple of years and has rebounded very positively. The Training Manager has done some creative things such as the subscriptions, online and webinar training to provide growth to the program. We want to bring the program back to full sustainability so we are undertaking a review by consultants. We should have some very important guidelines to help us bring the Training Program back to where it was a couple of years ago.

Motion of Responsibility

Motion: to 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. Debbie Masson-Stogran

Second: Chris Pharo

Opposed: None

Abstentions: None

Carried.

Nominating Committee Report

Linda Neimor, Chair of the Nomination Committee, thanked the Committee members, Anna Marie and Rhonda for their help. She talked about the nominations, the results of the elections and the new Board offices.

We had two calls for nominations; one in November for four members At-Large and then in the spring in Ontario/Quebec Region we had a separate call. The number of applicants for both calls for nominations did not exceed the number of vacancies. So the Board approved the elections by acclamation. The Board also approved three Appointments.

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We still have one vacant seat At-Large so she called for nominations from the floor. No one was ready from the floor.

The Chair of the Nominating Committee introduced the Board of Directors for 2015 - 2016:

Rhonda Schop	Re-elected At Large
Jane Kaczmer	Re-elected At Large
Dave Schellenberg	Re-appointed
Michael Brodsky	Re-appointed
Klas Ohman	Re-appointed

Three New Directors:

Shane Harnish	Elected At Large
Barry Loescher	Elected At Large
Debbie Masson-Stogran	Elected Ontario/Quebec

Returning Directors:

Al Colodey	Pacific & Yukon
Anna Marie MacFarlane	Atlantic
Glenna Pike	Ontario/Quebec
Jeff Zimmer	Prairies & Northern

Presentation of CALA Officers for 2014-2015

Klas Ohman	Chair
Michael Brodsky	Vice Chair
Dave Schellenberg	Treasurer
Jane Kaczmer	Secretary

Other Business

There was no new business to discuss.

The Chair then called for a motion to adjourn the 26th AGM of CALA

Motion: to adjourn the 26th Annual General Meeting of CALA. Klas Ohman

Second: Linda Neimor

Opposed: None

Carried. Unanimously

The Chair noted that this was the end to the formal business portion of our Annual General Meeting. He asked everyone to complete and submit the AGM Evaluation Surveys and invited those that were present to remain for the next short but important part of our program, which is the presentation of a number of important awards.

He introduced CALA's CEO, Charlie Brimley.

Appendix A

Volunteer Recognition: Program, Pins and Web Page

The CEO recognized the contributions made by the many volunteers that have helped to make CALA successful. The sustained high quality and value of CALA programs is a direct result of the ongoing commitment and dedication of our volunteers. The expertise and professionalism exhibited by our volunteers encourages all of CALA to strive for even higher levels of stakeholder satisfaction. For more information on current volunteer service levels, award history and schedule; please see our recognition web page at <http://www.cala.ca/recognition.html>

There are three major award categories presented. CALA started its Volunteer Service Pin Recognition Awards back in 2011. This year we have already awarded 18 different pins to assessors at the Biennial in March.

Three people were awarded their 10-year pin, Dave Schellenberg, Peter Haring and Linda Crawford.

One person earned his 15-year pin, Patrick Mueller.

Presentation of Awards - Serge Villard/ Don LaBerge for 2015

The Serge Villard Award 2015

Ms. Carolyn Eaton has a B.Sc from Bristol Polytechnic and her area of expertise is in Microbiology. She is currently employed at Technical Support Specialist, Unilever Canada.



Klas Ohman, Board Chair, presents to Carolyn Eaton with the 2015 Serge Villard Award

Carolyn has been an assessor with CALA since 2000, and since that time, has conducted 32 assessments - 9 of them as a Lead Assessor. She has conducted many assessments as a sole assessor, assessing both the management and technical requirements of ISO/IEC 17025.

Carolyn is a very competent assessor, as evidenced by the caliber of her reports, and feedback from laboratories and co-assessors has always been positive.

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Carolyn has also been active as an Advisory Panel member since 2007 and as a Program Committee member since 2011.

She is always willing to help CALA staff with assessments and review of files as an Advisory Panel member. Anytime she is asked for input or assistance, she provides thoughtful, considered comments and assistance in a timely manner.

The Don LaBerge Award 2015

The Don LaBerge Award for 2015 was presented to Ms. Linda Neimor recognizing her longstanding commitment and dedication to the work of CALA, for the benefit of the entire laboratory community.

Linda is responsible for leading the development and implementation of the



Klas Ohman, Board Chair, presents Linda Neimor with the 2015 Don LaBerge Award.

national Quality system at ALS Canada's Environmental Quality Department and has over 40 years of analytical laboratory experience. The Don Laberge Award is presented for individual lifetime achievements and commitment to the work of CALA.

Linda has been an assessor with CALA since 1999, and since that time, has conducted 35 assessments – 21 of them as a Lead Assessor. Linda became

an Advisory Panel Member in 2003, and joined the CALA Board of Directors in 2009, serving as President and on various Board Committees during that time.

Linda is presently representing CALA laboratories in discussions regarding the upcoming revisions to the ISO/IEC 17025 Standard.

The Chair thanked everyone for coming and looks forward to seeing everyone in Toronto in 2016.