

CANADIAN INTERNATIONAL COUNCIL

Minutes of the 2014-2015 Special Annual Meeting of Members
held in the Larkin Building, St. George Campus, Room 200
15 Devonshire Place, Toronto ON
Thursday October 5 ,2017 12:30PM ET

1. Constitution of Meeting (Mark Sedra)
2. Approval of the minutes of the 2013-2014 Annual General Meeting (Mark Sedra)
3. Approval of changes to the National Board of Directors (Mark Sedra)
6. Other Business (Mark Sedra)
7. Termination of Meeting (Mark Sedra)

CHAIR AND SECRETARY

Mark Sedra (CIC President and Research Director) was chair of the meeting and Jennifer Chylinski (CIC National Office) acted as secretary of the meeting.

1. CONSTITUTION OF MEETING

There being a quorum present the Chair, Dr. Sedra, declared the meeting duly constituted.

2. MINUTES

Motion: That the minutes of the 2015-2016 Annual General Meeting, held May 30th, 2017 be approved.

Moved: Dan Sutherland, Saskatoon

Seconded: Jon Allen, Toronto

Carried.

5. APPROVAL OF CHANGES TO THE NATIONAL BOARD OF DIRECTORS

There is a motion to increase the size of the national Board from eight to fourteen directors. Dr. Sedra opened the floor to comments from the membership. Dr. Sedra thanked Jodi White for her service to the CIC. She has resigned from the board, and Dr. Sedra would like to pay tribute to her commitment to the organization. The term for the new board members will be three years.

Motion: To approve the appointment of list names Chris Kilford, David Dymont, Savaas Chamebrlain, Jacqueline O’Neill, Paul Lee-Chin, and Marie Lamensch.

Moved: Anne Marie Gagnon
Seconded: Will Fripp, Toronto

Carried

Dr. Sera offered his congratulations to the new board members.

6. OTHER BUSINESS

Dr. Sedra asked if there was any other business from the membership. As there being no comment, Dr. Sedra moved forward.

Dr. Sedra said there has been the possibility to work with Couchiching. It is a national, non-profit organization. The cic and Couchiching are highly compatible and complement each other in many ways. Both organizations are undergoing periods of renewal.

A proposal has been put forth for CIC and the Couchiching Institute. It will become an arm of the CIC. The proposal was recently endorsed in principle by the Couchching Board of Directors and a final proposal will be presented to the CIC Board of Directors. If it is decided to move forward, National Office and the National Board of Directors will consult the membership for feedback.

Dr. Sedra opened the floor to the membership. John Noble, Ottawa, asked if they were bringing any financial liabilities with the proposed partnership. Dr. Sedra said no, there are no financial liabilities. They will be wrapping up their affairs from the legal point of view. When we integrate, the CIC has committed to holding an annual conference called the “CIC Couchiching Annual Conference”. We have also committed to preserving the historic documents of the Couchiching conference on our website. There is the Eric Koch Trust Fund which supports the annual conference. There is approximately \$85,000 in that trust. It will be used by the CIC under the supervision of Trinity College. Dr. Sedra said this partnership will only benefit the CIC. There will be minor website costs as well as storage for historic Couchiching documents.

Hugh Stephens, Victoria Branch, asked if there has been an annual conference at Couchiching recently. John Kirton said there has only been a one year sabbatical. Mr. Stephens asked if the annual conference would be held in Couchiching. Dr. Sedra said there have been discussions about possibly holding it in various venues.

Katie Meredith, Edmonton Branch, asked if the framework of the proposal could be provided to branches prior to presentation to the board. Dr. Sedra asked Nicolas Rouleau, Treasurer of the National Baord, about whether it can be distributed. Mr. Rouleau confirmed we can circulate the framework for feedback.

Henry Lotin, Toronto Branch, has been involved in Couchiching and is a member of the CIC. Firstly he believes that it is very desirable for both organizations and is an opportunity to relaunch the annual conference. Couchiching is looking to do a 2018 conference under this new partnership agreements. He would like to ensure the two organizations have a consistent vision and encourages further discussions regarding transfer of funds and before any partnership is finalized. The boards of CIC and Couchiching have slightly different views as to the financial aspects and Mr. Lotin encourages more discussion. Dr. Sedra said he has no concerns about financial liabilities. The CIC is in a process of renewal and cannot take on financial burdens at this time. There are a few steps to be taken in negotiating with Couchiching. When the CIC has a better understanding of the financials that information will be shared with the membership.

The CIC has a partnership with Trinity College. The trustees of the Eric Koch Trust Fund are here. The endowment is well-established. Those funds are reserved for the annual conference. They will not be on the balance sheet of the CIC. Dr. Kirton said there are more details that need to be discussed. There will be no immediate financial or legal liabilities for CIC. There is an overwhelming consensus and desire to make a combined conference work. The CIC does not currently have a conference fund and the Couchiching Institute can provide this. Dr. Sedra thanked Dr. Kirton for his comments.

Jon Allen, Toronto, said maximum transparency with the branches and membership should be encouraged moving forward. Dr. Sedra appreciates that comment because the branches would have an active role in this partnership. The branches will be consulted and have an opportunity to provide feedback. This is just the beginning of the process and everything will be vetted, legally and financially. There is an agreement in principle but we are still fairly early in the process. There will be lots of opportunities for discussion.

Margaret Huber, Ottawa Branch, congratulated those involved in these discussions. She applauds the commitment to transparency. She asked how much of the trust fund would be made available to the annual conference. Dr. Sedra said approximately \$5,000 would be available to pay for the annual conference. This gives the CIC a good foundation and allows us to benefit from resources we did not have before. We will also benefit from the Couchiching network.

Ann Marie Gagnon, Victoria Branch, asked if current board directors from Couchiching will be brought on the CIC board to bring the historical knowledge and expertise. Dr. Sedra said the original framework did account for this. It did include a provision that would establish an advisory board for the annual conference that would consist of several former members of the Couchiching board. The proposal currently from Couchiching is to have one current Couchiching board member transfer to the CIC National Board. Dr. Sedra believes this is a reasonable request and will be presented to the CIC National Board.

Dr. Kirton pointed out that in addition to the annual interest rate and capital increase, members of Couchiching have committed to fundraise for the conference. Depending on their success, this would be additional funds above and beyond the \$5,000. Dr. Sedra agreed there is the possibility to increase the size of the trust fund.

Paul Chapin, Ottawa Branch, asked if the CIC membership would grow as a consequence of this partnership. Also, given that there would be funds coming in from that source, what are the activities the CIC will engage in that couldn't be possible otherwise. Mr. Lotin said there are thirty-seven (37) current members of Couchiching. In the past there have been upwards of two hundred (200) members. Madeline Koch is a member of the CIC and Couchiching. She pointed out that anyone who attended the Couchiching conference was made a member. The Couchiching mailing list is quite extensive and this will increase the reach of the CIC. Dr. Sedra said we will take ownership of those outreach lists and give those individuals the opportunity to join the CIC. There is tremendous opportunity for growth.

Dr. Kirton said that in the past, people spent more than \$1,000 to participate in the weekend conference. They hope to attract those individuals back. Mr. Lotin proposes that there are potentially two hundred fifty (250) potential members. Dr. Sedra confirmed it would be a new base for fundraising and would increase the CIC's reach. This would be a merging of two of Canada's most historic institutions. He believes this partnership will be a big boost for the CIC.

Will Fripp, Toronto Branch, asked if a Couchiching board member were to move to the CIC board would there be an additional spot or would they take over for a member who resigns or expires. Dr. Sedra said both are possibilities. We can move up to a maximum of twenty (20) board members so there are spaces currently available. Mr. Fripp asked if they would have special responsibilities. Dr. Sedra said Couchiching will cease to operate as a legal entity. This potential board member would add institutional memory on behalf of Couchiching. The CIC is committed to preserving the brand of Couchiching.

Dr. Sedra confirmed that once the finer details are confirmed they will be shared with the membership.

Hugh Stephens, Victoria Branch, asked about the status of the CIC's charitable status and issuing receipts. Dr. Sedra said that donations are not deductible in the same way memberships are. The CRA has recently said that it is problematic to issue tax receipts for membership. The CIC will continue to issue donation receipts. This is currently in effect.

John English, National Board, pointed out that it was always odd that membership was tax deductible and a special dispensation was granted to some organizations. Dr. Sedra said that National Office will look into this matter further and instructions on how to deal with membership receipts will be circulated. Dr. Sedra pointed out that the CRA performed a follow up audit over the summer and brought this issue to our attention.

7. TERMINATION OF MEETING

Motion: To terminate the 2015-2016 Special Annual General Meeting of the Canadian International Council.

Moved: Danielle Takacs,

Seconded: John Kirton, Toronto Branch

Carried

