

ANNUAL GENERAL AND SPECIAL MEETING

28 SEPTEMBER 2021



MEETING AGENDA

- Welcome & Housekeeping
- Chair's Opening Remarks
- ISED Opening Remarks
- Call to Order
 - Chair, Secretary and Scrutineer of the Meeting
 - Notice of Meeting
 - Confirm Quorum
- OFFICIAL BUSINESS:
 - Approval of the Minutes
 - Election of Directors
 - Bylaw Amendments
 - Receive and Consider Financial Statements
 - Re-Appointment of the External Auditors
 - Other Business
 - Conclusion of Official Business
- Closing Comments
- Adjournment

MEETING DETAILS

- The entire AGM is happening virtually on the Zoom platform
- To ask a question, please use the chat feature found on the left-hand side of your screen
- The AGM materials are available on the NDRIO website
- If you need technical support during the meeting, please email NDRIO-NOIRN@EngageDRI.ca.
- The AGM is being recorded and portions of it will be housed on the NDRIO website

WELCOME & HOUSEKEEPING

- Welcome to our Members
- Land Acknowledgement
- The AGM is taking place virtually on the Zoom platform
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Nizar Ladak
Chief Executive Officer

CHAIR'S OPENING REMARKS

- On behalf of the Board of Directors of the New Digital Research Infrastructure Organization, I'd like to welcome you all to the organization's Annual General Meeting.
- In attendance are representatives from our Primary and Associate Members, along with our Special Guests, Board Directors and NDRIO staff.
- NDRIO reached several milestones over the past year, including the successful recruitment of its first permanent Chief Executive Officer and establishment of a Researcher Council. We launched the first Canadian Digital Research Infrastructure Needs Assessment, grew our team, and welcomed the Portage Network as a fundamental part of the Canadian research data management ecosystem.



Janet M. Davidson O.C., BScN,
MHSA, LL.D (Hons)
Chair, Board of Directors

ISED OPENING REMARKS



Nipun Vats
Assistant Deputy Minister

Innovation, Science and Economic
Development Canada



MEETING FORMALITIES



INTRODUCTIONS

CHAIR

- Janet Davidson, OC, Chair of the Board

MANAGEMENT

- Nizar Ladak, Chief Executive Officer
- Narinder Dehal, VP Corporate Services and Chief Financial Officer
- Ghilaine Roquet, Vice-President, Strategy and Planning
- Brock Kahanyshyn, Vice President Operations and CyberSecurity
- Julie Cafley, PhD, Vice-President, Communications & External Relations
- Elizabeth Carter, Senior Executive Assistant
- Elizabeth Mailloux, Board Secretary

BOARD OF DIRECTORS

- Peter MacKinnon, Vice-Chair
- David T. Barnard
- Donna Bourne-Tyson
- Jennifer Doyle
- Alexandra King
- Chris Lumb
- David MaGee
- Gail C. Murphy
- Sina Shahandeh
- Jane Skoblo
- Randall Sobie
- Jeffrey Taylor
- Denis Thérien
- Martha Whitehead

MEETING AND VOTING PROCEDURES

- Electronic meeting via Simple Survey ballot
- Recording will be available on NDRIO's website
- Two steps for approval of each motion:
 - Motions to be moved and seconded through the Zoom chat function (type "I make the motion" and "I second the motion")
- Voting on the motions through the Simple Survey ballot will be deferred to the end of the Meeting
- Only one representative of each Primary Member organization may move, second or vote on motions
- Only one representative of each Associate Member organization may move, second or vote on the Special Resolutions

MEETING OVERVIEW

Meeting Formalities

- Call to Order
 - Chair, Secretary and Scrutineer of the Meeting
 - Notice of Meeting
 - Confirm Quorum
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 - Other Business
 - Conclusion of Official Business
- Closing Comments
- Adjournment



OFFICIAL BUSINESS



ITEMS OF FORMAL BUSINESS

- Approval of the Minutes
- Election of Directors
- Bylaw Amendments
- Receive and Consider Financial Statements
- Re-Appointment of the External Auditors
- Other Business
- Conclusion of Official Business

APPROVAL OF THE MINUTES

The minutes of the meeting of the Members of the Corporation held on September 24, 2020, have been circulated to the Members for approval.

BE IT RESOLVED THAT:

The (Class A) Primary Members approve the minutes of 11593765 Canada Association's Annual General Meeting of Members held on September 24th, 2020.

ELECTION OF THE DIRECTORS

The Nominating Committee of the NDRIO Board of Directors has nominated the following director candidates, for approval:

The following directors are currently within their existing terms:

Peter MacKinnon, for a two-year term ending at the AGM in 2022;
Donna Bourne-Tyson, for a two-year term ending at the AGM in 2022;
Alexandra King, for a two-year term ending at the AGM in 2022;
Chris Lumb, for a two-year term ending at the AGM in 2022;
David MaGee, for a two-year term ending at the AGM in 2022;
Martha Whitehead, for a two-year term ending at the AGM in 2022;
Janet Davidson, for a three-year term ending at the AGM in 2023;
Jane Skoblo, for a three-year term ending at the AGM in 2023;
David Barnard, for a three-year term ending at the AGM in 2023;
Gail Murphy, for a three-year term ending at the AGM in 2023;

BE IT RESOLVED THAT:

The Primary Members approve that the number of directors be fixed at 16, and;

That the following nominees be elected as directors, to hold office until the end of their respective terms:

Dale Askey, for a two-year term ending at the AGM in 2023;
Randall Sobie, for a one-year term ending at the AGM in 2022;
Jennifer Doyle, for a one-year term ending at the AGM in 2022;
Sina Shahandeh, for a one-year term ending at the AGM in 2022;
Jeffery Taylor, for a one-year term ending at the AGM in 2022;
and
Denis Thérien, for a one-year term ending at the AGM in 2022.

BYLAW AMENDMENTS

The amendments have been adopted based on feedback received from Members, as well as ongoing review by the Board of Directors, and include the following:

- Amendments to the election of the Researcher Council Chair and their nomination to the Board of Directors to align with Section 128(8) of the Canada Not-for-Profit Corporations Act for the appointment of directors (Section 4.14, Researcher Council).
- An additional clause requiring a special resolution approved by the (Class A) Primary and (Class B) Associate Members to be designated as non-profit organizations or qualified donees in Canada. (Section 2.1, Classes and Conditions of Membership).

Under Section 197(1)(e) of the Canada Not-for-Profit Corporations Act, amendments to the by-laws changing the conditions for being a member require approval by special resolution.



Approval of the Amendment to Section 4.14 (Researcher Council) of the General Operating By-Laws of 11593765 Canada Association.

BE IT RESOLVED THAT:

The (Class A) Primary Members approve the amendments to the election of the Researcher Council Chair to align with Section 128(8) of the Canada Not-for-Profit Corporations Act for the appointment of directors. (Section 4.14, Researcher Council).

Approval of the Amendment to Section 2.1 (Classes and Conditions of Membership) of the General Operating By-Laws of 11593765 Canada Association

BE IT RESOLVED THAT:

The (Class A) Primary Members approve the amendment of Section 2.1 (Classes and Conditions of Membership) of the General Operating By-Laws of 11593765 Canada Association.

Approval of the Amendment to Section 2.1 (Classes and Conditions of Membership) of the General Operating By-Laws of 11593765 Canada Association

BE IT RESOLVED THAT:

The (Class B) Associate Members approve the amendment of Section 2.1 (Classes and Conditions of Membership) of the General Operating By-Laws of 11593765 Canada Association.



Members' Resolution: Confirming the Amended and Restated General Operating By-law of the Corporation

WHEREAS the Board of Directors (the "Board") of 11593765 Canada Association (the "Corporation") adopted the amended and restated the general operating by-law of the Corporation (the "Amended By-Law") on August 31, 2021, a copy of which has been presented to the Members of the Corporation.

NOW THEREFORE IT IS HEREBY RESOLVED that the Amended By-Law of the Corporation be approved, ratified, and confirmed as presented to the Members.

RECEIVE AND CONSIDER FINANCIAL STATEMENTS

The NDRIO Audited Financial Statements for the year ended March 31, 2021, have been provided to the members for information.

Narinder Dehal (Vice President Corporate Services & CFO) will provide the members with a presentation on the Financial Statements.

11593765 CANADA ASSOCIATION

Statement of Financial Position

March 31, 2021, with comparative information for 2020

	2021	2020
Assets		
Current assets:		
Cash	\$ 2,938,533	\$ 841,229
HST recoverable	207,973	96,495
Prepaid expenses	50,470	25,024
	<u>\$ 3,196,976</u>	<u>\$ 962,748</u>
Liabilities and Net Assets		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 557,555	\$ 311,379
Deferred funding (note 2)	2,132,664	641,209
	<u>2,690,219</u>	<u>952,588</u>
Net assets	506,757	10,160
	<u>\$ 3,196,976</u>	<u>\$ 962,748</u>

See accompanying notes to financial statements.

FINANCIAL STATEMENTS

11593765 CANADA ASSOCIATION

Statement of Operations and Changes in Net Assets

Year ended March 31, 2021, with comparative information for 2020

	2021	2020
Revenue:		
Ministry of Innovation, Science and Industry/ISED funding	\$ 6,345,045	\$ 1,494,291
Interest income	20,097	10,160
Membership fees	476,500	–
	<u>6,841,642</u>	<u>1,504,451</u>
Expenses:		
Operating:		
Salaries and wages	1,115,526	–
Benefits	37,655	–
Transportation and communication Services	48,039	157,725
	<u>3,949,792</u>	<u>1,156,801</u>
	5,151,012	1,314,526
General and administration:		
Salaries and wages	340,148	–
Benefits	66,889	–
Transportation and communication Services	3,245	1,417
	<u>783,751</u>	<u>178,348</u>
	1,194,033	179,765
	<u>6,345,045</u>	<u>1,494,291</u>
Excess of revenue over expenses	496,597	10,160
Net assets, beginning of year	10,160	–
Net assets, end of year	<u>\$ 506,757</u>	<u>\$ 10,160</u>

See accompanying notes to financial statements.

FINANCIAL STATEMENTS

Expenses by Activity
Year ended March 31, 2021, with comparative information for 2020

(in \$)	2021	2020	<u>Variance</u>	\$
Expenses				
Eligible Activities				
Leading and Coordinating Governance of the DRI Ecosystem	2,730,755	1,314,526	1,416,229	
ARC Infrastructure Acquisitions and Operations	-	-	-	
ARC Ressource Allocations	-	-	-	
HQP Support	-	-	-	
National RS Activities	-	-	-	
National DM Activities	2,420,257	-	2,420,257	
Cybersecurity	-	-	-	
Management and Administration	1,194,033	179,765	1,014,268	
	<u>6,345,045</u>	<u>1,494,291</u>	<u>4,850,754</u>	

FINANCIAL STATEMENTS

RE-APPOINTMENT OF THE EXTERNAL AUDITORS

The NDRIO Board of Directors has approved and recommends to the Membership the re-appointment of KPMG LLP as the Corporation's auditor.

BE IT RESOLVED THAT:

The (Class A) Primary Members approve the re-appointment of KPMG LLP as the Corporation's auditor until the next annual meeting of Members or until a successor is appointed and to authorize the Board of Directors to fix the auditor's remuneration.

VOTING PERIOD

For the Primary (Class A) Members, the following (6) motions have been moved and seconded, and await your vote:

1. Minutes of 11593765 Canada Association's Annual General Meeting of Members held on September 24th, 2020.
2. Approve the slate of director candidates and the fixing of the directors at 16 members
3. Motion to approve the Amendment to Section 4.14 (Researcher Council) of the General Operating By-Laws.
4. Special Resolution to approve the Amendment to Section 2.1 (Classes and Conditions of Membership) of the General Operating By-Laws
5. Special Resolution to ratify and confirm the amended and restated general operating By-Laws of the Corporation adopted by the Board of Directors of the Corporation on August 31, 2021.
6. Re-appoint KPMG as the Corporation's auditor until the next annual meeting of members or until a successor is appointed and to authorize the board of directors to fix the auditor's remuneration.

For the Associate (Class B) Members, the following (2) motions have been moved and seconded, and await your vote:

1. Special Resolution to approve the Amendment to Section 2.1 (Classes and Conditions of Membership) of the General Operating By-Laws
 2. Special Resolution to ratify and confirm the amended and restated general operating By-Laws of the Corporation adopted by the Board of Directors of the Corporation on August 31, 2021.
- The vote on each motion will be completed through the Simple Survey ballot that the voting representatives have received via email.



OTHER BUSINESS





CLOSING COMMENTS





ADJOURNMENT

