

Annual General Meeting A G E N D A

Sunday, May 27, 2018
3:00 pm to 4:00pm
White Oaks Conference Resort
Niagara-on-the-Lake, ON

- 1) Call to Order and Opening Remarks
- 2) Establishment of Quorum
- 3) Approval of the Agenda
- 4) Minutes of the last Annual General Meeting (June 20, 2016 - Saskatoon, SK)
- 5) President's Report
- 6) Financial Report
- 7) Appointment of Auditor
- 8) Nominating Committee Report – 2018/2019 CIFST Board of Directors
- 9) By-law amendment
- 10) Other Business
- 11) Adjournment

MINUTES

Annual General Meeting

Sunday, May 27, 2018 | 3:00PM EST

White Oaks Conference Resort
Niagara-on-the-Lake, ON

1) CALL TO ORDER AND OPENING REMARKS

President Michael Nickerson called the 2018 Annual General Meeting to order at 3:00pm EST. He welcomed members to the meeting and to Niagara-on-the-Lake and the 2018 CIFST Annual National Conference.

2) ESTABLISHMENT OF QUORUM

After confirmation by CIFST Executive Director Doug Duke, President Nickerson confirmed that a quorum of voting members was present or represented by a proxy vote.

3) APPROVAL OF THE AGENDA

On a motion by Joy Shinn, seconded by Yvonne Yuan, the meeting agenda was approved as distributed.

4) MINUTES

On a motion by Louis Ayotte, seconded by Jennifer Ward, the minutes of the June 20, 2016 Annual General Meeting were approved.

5) PRESIDENT'S REPORT

President Michael Nickerson presented his report, reviewing CIFST's activities in 2016 and 2017 including the following highlights:

- The change from a one-person executive director to oversight by Essentient Association Management, an Association Management Company (AMC)
- Launch of a new website and Association Management System (AMS)
- Strategic planning session held in September 2017 with representation from all seven (7) Sections identifying four key strategic priorities – Annual National Conference, internal communications, external communications, and robust content offerings for members
- Streamlined Scientific Advisory Panel (SAP)
- The creation of new membership categories and pricing to including graduated student incremental pricing and institutional bulk pricing
- A renewal of the CIFST-IFT Joint Membership program
- As part of the outcomes of the strategic planning, an annual conference as opposed to a conference every other year
- National Food Product Development Competition for students
- The creation of an Agri-value Chain Partnership and online content

President Nickerson continued by describing some of the plans for CIFST for the balance of 2018 and into 2019 including:

- A continued focus on the strategic plan
- The development of a Section Affiliation Agreement
- Planning for the 2019 Annual National Conference (tentatively planned for Canada's east coast)
- The development of robust content including webinars, online scientific reviews and career learning and soft skills resource development
- Launching of a mentorship program for members
- Investigation into meaningful strategic partnerships

6) FINANCIAL REPORT

Referring to the documents in the AGM package, President-elect Rob Kowal presented the audited financial statements for 2016 and 2017.

He said he would be asking for the approval of both the 2016 and 2017 statements but explained that when the auditor was preparing the 2017 statements, it was discovered that some expenses from 2016 had not been recorded in the audited statements for that year. As a result, a 'restated adjustment' has been made to the 2016 audited financials. Mr. Kowal then read the following statement provided to CIFST by the auditor:

"Some invoices for expenses related to prior period were discovered subsequent to year ended December 31, 2017 and management fees, marketing and communication consulting fees, travel and professional fees reported on the 2016 financial statements were understated. The comparative figures in these financial statements have been restated to reflect these corrections."

Rob Kowal then explained he would be asking for the approval of the 2016 audited financial statements as originally presented and then approval of the 2017 audited statements with the restated figures.

On a motion by President-elect Rob Kowal, seconded by Rotimi Aluko, the 2016 audited financial statements were accepted and approved.

On a motion by President-elect Rob Kowal, seconded by Rotimi Aluko, the 2017 audited financial statements, including restated figures from 2016, were accepted and approved.

7) APPOINTMENT OF AUDITOR

President-elect Rob Kowal explained that while under normal circumstances he would make a motion for the appointment of the auditor for 2018, it has been decided at the Board of Directors to issue a request for proposal to auditing firms to ensure the Institute is receiving the best value and expertise possible. He said that the RFP would be going out in the next couple of months.

Mr. Kowal said the RFP process may result in the identification of a more fitting audit firm or may lead to the retention of the existing firm. Regardless of the outcome, President-elect Kowal requested that membership authorize the Board of Directors to use its "best judgement" in selecting an auditor for 2018.

On a motion by President-elect Rob Kowal, seconded by Erin Hopkins, CIFST membership authorized the Board of Directors to select the auditor for 2018 following the completion of a request for proposal.

8) NOMINATING COMMITTEE REPORT

With Past-president Hosahalli (Swamy) Ramaswamy unable to attend the AGM, President Michael Nickerson asked President-elect Rob Kowal to present the report of the Nominating Committee.

Mr. Kowal explained the Nominating Committee was struck by Swamy Ramaswamy and tasked with the responsibility of determining which directors would be staying on for next year and which would be stepping down. He explained that already serving directors were encouraged to remain on the Board to provide continuity as well as experience and expertise.

Calls for expressions of interest to serve on the CIFST Board of Directors were sent directly to members twice in February and information about the opportunity to serve was disseminated through Directions News Briefs and *Food for Thought*, CIFST's monthly members-only e-newsletter.

Mr. Kowal explained the Nominating Committee was tasked with the reviewing all the applications received and making a recommendation to the Board of Directors on a slate of Directors for next year. As a result of this work, the Nominating Committee put forth the following slate candidates for the 2018/2019 Board of Directors which was acclaimed as presented:

President	Michael Nickerson	Univerisity of Saskatchewan
President-Elect	Rob Kowal	Kriscor & Associates
Past-President	Hosahalli (Swamy) Ramaswamy	McGill University
Director	Louis Ayotte	Barry Callebaut
Director	Steve Cui	Guelph Research and Development Centre
Director	Amy Proulx	Canadian Food & Wine Institute, Niagara College
Director	Vasanth Rupasinghe	Dalhousie University
Director	Jenny Tian	Canada Bread Company
Director	Sara Zborovski	Norton Rose Fulbright Canada LLP

President-elect Rob Kowal asked members to join him in a round of applause in acknowledgement of the 2019-2019 CIFST Board of Directors.

President Michael Nickerson returned to the podium and took a moment to thank two members who have concluded their service to the CIFST Board of Directors. He said that serving as a member of the CIFST National Board of Directors is both an honour and responsibility and not to be taken lightly and requires a commitment of time and passion.

At this time, President Nickerson said a few words about departing Board members Joy Shinn of BioFoodTech and Tom Gill of Dalhousie University and asked for a round of applause as a thank you for their volunteerism and years of dedicated service to CIFST.

9) BY-LAW AMENDMENT

President Michael Nickerson referred members to the final page of the meeting package which contained details of some proposed changes to three existing CIFST by-laws. He explained that each of the recommended ammendments is related to the position of Treasurer to be more reflective of the manner in which the organization is currently managed and structured.

President Nickerson read **Section 9.01** of the current by-laws related to **Officers of the Institute** as follows:

The Officers of the Institute shall be President, President-Elect and Past President. The Executive Director shall serve as Secretary and Treasurer.

President Nickerson followed by reading the proposed new by-law as follows:

The Officers of the Institute shall be President, President-Elect and Past President. The Executive Director shall serve as Secretary.

On a motion by Louis Ayotte, seconded by Vasanth Rupasinghe, the proposed amendment to Section 9.01 of the CIFST by-laws was approved.

President Nickerson read **Section 10.02** of the current by-laws related to the **President-Elect** as follows:

It shall be the duty of the President-Elect to act in the absence or indisposition of the President. In the event of the resignation, removal or death of the President, the President-Elect shall assume the title, duties and powers of the President.

It shall be the duties of the President-Elect to oversee the position of Treasurer and he or she shall:

- a. oversee the financial operations of the Institute as performed by the Executive Director;
- b. arrange for an annual, or more frequently at his or her discretion, audit of the bills of the Institute, the records of payment and the complete books of accounts of the Institute and to report to the Board of Directors or the Executive Committee after each audit; and
- c. ensure that, at the expense of the Institute, a Chartered Accountant, who was appointed at the Annual General Meeting, is engaged to make these audits.

The President-Elect shall exercise such powers and duties as may from time to time be assigned by the Board of Directors.

President Nickerson followed by reading the proposed new by-law as follows:

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It shall be the duties of the President-Elect to oversee the financial operations of the Institute as performed by the Executive Director and he or she shall:

- a. arrange for an annual, or more frequently at his or her discretion, audit of the bills of the Institute, the records of payment and the complete books of accounts of the Institute and to report to the Board of Directors or the Executive Committee after each audit; and
- b. ensure that, at the expense of the Institute, a Chartered Accountant, who was appointed at the Annual General Meeting, is engaged to make these audits; and
- c. appoint, on an annual basis or as required, a director of the Institute to regularly report on the Institute's finances as Treasurer in cooperation with the Executive Director.

The President-Elect shall exercise such powers and duties as may from time to time be assigned by the Board of Directors.

On a motion by Amanda Wright, seconded by Karl Li, the proposed amendment to Section 10.02 of the CIFST by-laws was approved.

Finally, President Nickerson read **Section 11.02** of the current by-laws related to the **Finances of the Institute** as follows:

The Executive Director shall perform the duties of Treasurer, under the direction of the President-Elect.

In maintaining the custody of the securities owned by the Institute, the Executive Director shall comply with the policies of the Institute.

The Executive Director shall collect membership fees, dues and assessments and any other moneys due to the Institute. All moneys received by the Executive Director shall be deposited in the name of the Institute with such financial institution as may be designated by the Board of Directors.

The Executive Director shall keep a proper record of all assets, liabilities, receipts and disbursements of the Institute in the books of the Institute and shall submit his or her and other records of his or her office to the President-Elect for the purpose of the latter's audit and to the Board of Directors on demand.

The Executive Director may delegate these acts and duties to an employee or agent of the Institute if they are conducted under the general supervision and responsibility of the Executive Director and are in compliance with the policies of the Institute.

President Nickerson followed by reading the proposed new by-law as follows:

The Executive Director shall perform the financial operations of the Institute under the direction of the President-Elect and/or the appointed Treasurer.

In maintaining the custody of the securities owned by the Institute, the Executive Director shall comply with the policies of the Institute.

The Executive Director shall collect membership fees, dues and assessments and any other moneys due to the Institute. All moneys received by the Executive Director shall be deposited in the name of the Institute with such financial institution as may be designated by the Board of Directors.

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The Executive Director may delegate these acts and duties to an employee or agent of the Institute if they are conducted under the general supervision and responsibility of the Executive Director and are in compliance with the policies of the Institute.

On a motion by Erin Friesen, seconded by Karl Li, CIFST membership the proposed amendment to Section 11.02 of the CIFST by-laws was approved.

President Michael Nickerson thanked the CIFST members for their patience through the by-law amendment process.

10) OTHER BUSINESS

At this point in the agenda, President Michael Nickerson said he had one item of business to add to the agenda and asked Vasantha Rupasinghe to join him at the podium.

President Nickerson congratulated Mr. Rupasinghe on being elected a Fellow of the Institute and in a moment of levity, presented him with a hand-drawn facsimile of a certificate. He said CIFST would be sending him something more befitting of the honour soon.

Vasantha thanked President Nickerson and was given a round of applause.

11) ADJOURNMENT

With no other business on the agenda, President Michael Nickerson asked for a motion to adjourn the meeting at 3 :47 pm EST.

On a motion by Erin Friesen, seconded by Jim House, the 2018 AGM was adjourned.