

**SUPPLY CHAIN MANAGEMENT ASSOCIATION ALBERTA
MAYFIELD BUSINESS CENTRE
10525 170 STREET NW
EDMONTON, ALBERTA**

**MINUTES OF THE ANNUAL GENERAL MEETING
VIA TELECONFERENCE
SEPTEMBER 26, 2020, 10:00 A.M.**

With no objections noted, John Janjic presided as Chair of the meeting. All present were welcomed, and the head table was introduced as follows:

BOARD MEMBERS:

John Janjic	Chair
Brent Willett	Vice Chair
Adaku Adeleke-Kelani	Treasurer
Skylar Anderson	Director
Gaetan Demers	Director
Brian Dumsday	Director
Robert Eskens	Director
Sarah Hawitt	Director

GUESTS:

Robyn Eeson	Partner, KPMG LLP
Patrick Gauch	Vice President, Corporate Services and CFO, Supply Chain Canada
Tom McCaffery	President and CEO
Daniel Monzon	Director, Digital and Customer Experience
Lina Bulatao	Manager, SCMP and Membership
Millete Gutierrez	Manager, SMT and Professional Development
Robyn Hall	Recording Secretary, Minutes Solutions Inc.

REGRETS:

Gautier Djeukam Mbouend	Director – Program Candidate
Alex Nagy	Public Member
Erwin C. Osterroth	Secretary
Dominika Shetler	Director
Dyane Zalasky	Director

1. ANNOUNCEMENT OF QUORUM AND CALL TO ORDER

John Janjic reported a total of 86 voting members represented. This constituting the required quorum for the transaction of business, the meeting was duly called to order at 10:06 a.m.

2. CONFIRMATION OF NOTICE

Notice of this meeting was provided to all members in accordance with the bylaws of the Association.

3. **MEETING RULES OF ETIQUETTE**

The meeting rules of etiquette and virtual voting procedures were reviewed.

4. **APPOINTMENTS**

The Chair appointed Robyn Hall of Minutes Solutions as recording secretary; and Daniel Monzon, Lina Bulatao, and Millete Gutierrez as scrutineers.

5. **APPROVAL OF THE AGENDA**

On a motion made by Ololade Akanni, seconded by Michael Hennig, it was resolved that the agenda be approved as presented to the members. Motion carried.

6. **MINUTES OF THE LAST ANNUAL GENERAL MEETING**

The members reviewed the minutes of the annual general meeting held on September 26, 2019, and made the following amendments and comments:

- Item 7, Supply Chain Canada National and Alberta Institute Annual Updates: Heather Watt provided amendments to the discussion of the sharing of services between Supply Chain Canada and the Alberta Institute.
- Item 12, New Business, Bylaw Discussion and Motion: All instances of “Section 7.0D” were amended to “Section 7.01(d).” It was also noted that Section 7.01(d) had not been updated in the version of the bylaws recently circulated to members.
- Item 13, Adjournment: The time of adjournment was incorrect.

ACTION – Management is to amend the minutes of the annual general meeting of September 26, 2019, and the bylaws, as requested by the membership at the 2020 annual general meeting.

On a motion made by Jerome Ferber, seconded by Brian Fleming, it was resolved that the minutes of the Supply Chain Management Association’s annual general meeting held on September 26, 2019, be approved as amended. Motion carried.

7. **REPORT FROM THE CHAIR**

John Janjic presented an update on the activities of the Supply Chain Management Association Alberta. A new CEO had been hired and a new strategic direction had been developed with a focus on operational efficiency and the opening of new markets. The Board will closely monitor the financial state of the Association, as the COVID-19 pandemic continues, while working to implement a growth strategy.

On a motion made by Jerome Ferber, seconded by Ololade Akanni, it was resolved that the report of the Chair be received. Motion carried.

8. **REPORT FROM THE PRESIDENT AND CEO**

Tom McCaffery presented an update on the activities of the Supply Chain Management Association Alberta Institute. The following points were highlighted:

- Tom McCaffery commenced his role on March 2, 2020, and quickly responded to COVID-19; courses were transitioned to online formats and financial matters were addressed
- A fulsome strategy was developed to reverse the decline in membership and training revenue, and high fixed costs; this strategy will allow for both growth and sustainability tactics, depending on the conditions each quarter
- New lines of business and operational tactics were being developed or continued, such as: locating government grants to support the Alberta economy, providing bespoke training to companies, cost sharing with the Manitoba and Saskatchewan Institutes, expanding the SMT program for newcomers and Indigenous communities, and growing SCMP and membership
- There were many unknowns due to COVID-19; however, the future goal was to direct 70% to 80% of profits back to the membership through courses and other offerings

On a motion made by Jerome Ferber, seconded by Adaku Adeleke-Kelani, it was resolved that the report of the President and CEO be received. Motion carried.

9. REGISTRAR'S REPORT

Mark Topping presented the Registrar's report. There were 1,673 total members, with 1,029 SCMP members and 644 regular memberships. There was a 11% overall reduction in memberships from the previous fiscal year. A total of 58 members wrote and passed the SCMP exam. CPD audits were conducted with 12 random holders and all requested documentation was received and approved by December 18, 2019. There were 63 SCMPs removed from the register due to nonpayment of membership dues, with reasons including retirement, unemployment, and financial hardship.

On a motion made by Michael Hennig, seconded by Anne Toth, it was resolved that the report of the Registrar be received. Motion carried.

The floor was opened for questions regarding the Registrar's report.

Abdul Haider inquired as to the reason why some SCMP candidates were no longer members of the Association.

Mark Topping stated that some members had not renewed their memberships due to financial issues. There had also been circumstances where the renewal date was extended due to financial hardship.

10. TREASURER'S REPORT

Adaku Adeleke-Kelani, Treasurer, invited Robyn Eeson to present the auditor's report.

Auditor's Report: Robyn Eeson of KPMG LLP presented the 2020 audited financial statements, assuring members that the Association's finances were well managed with no significant concerns. There was a clean audit opinion. Total assets were virtually unchanged at \$1.98 million. Liabilities had increased to approximately \$700,000 due to an increase in accounts payable. There was a decrease in revenues to approximately \$1.7 million and a decrease in expenses to approximately \$1.9 million, which were attributable to COVID-19. The year ended with a deficit of approximately \$120,000. The reserve amount remained at approximately \$1 million.

On a motion made by Adaku Adeleke-Kelani, seconded by Michael Hennig, it was resolved that the audited financial statements for the period ending June 30, 2020, as prepared by KPMG LLP, be received. Motion carried.

The floor was opened to questions regarding the financial statements.

Richard Ross asked how often the Association changed its auditors and when the current auditor was appointed.

Robyn Eeson advised that 2020 was the third year of KPMG's audit engagement.

Patrick Gauch noted that it was best practice for organizations to review auditing services every three to five years; seven years for larger corporations. In 2021, the Association would circulate an RFP for auditing services. The finance and audit committee to make a recommendation to the Board, which would then be communicated to the members.

ACTION – Management is to consult the bylaws to determine if there is a stated frequency for audit reviews.

11. APPOINTMENT OF AUDITOR

On a motion made by Jerome Ferber, seconded by Adaku Adeleke-Kelani, it was resolved that KPMG LLP be appointed auditor of the Association for the 2021 fiscal year. The Board was authorized and instructed to set the remuneration of the auditor. Motion carried.

12. UPDATE ON GOVERNANCE AND BYLAWS

Patrick Gauch provided an update regarding governance and the bylaws. There had been a delay in finalizing the changes to the bylaws due to COVID-19. The bylaws would be reviewed by Management and legal counsel prior to presentation to the membership at the 2021 AGM. Following the 2020 AGM, the new Board will meet to elect corporate officers. A Board orientation session will be held in October 2020 to educate Directors on their roles and responsibilities.

13. ELECTION OF OFFICERS AND DIRECTORS

There were five director-at-large positions available for two-year terms. The following candidates had previously announced their intention to run for election:

- Ololade Akanni
- Olawale Amuzat
- Sean Baker
- Thiago Braga
- Esther Chan
- Jerome Ferber
- Brian Fleming
- Valentyna Girard
- Igor Guelber
- Abdul Haider
- Alexander Sergeev
- Enrique Sobalvarro
- Kim Teichroeb

To facilitate voting, the nominees were randomly placed into five groups. Each nominee was allotted three minutes to address the members. Voting occurred electronically immediately following the presentations for each group, with one vote allowed per grouping. The groups were configured as follows:

- Group one – Jerome Ferber, Brian Fleming, and Enrique Sobalvarro
- Group two – Esther Chan, Igor Guelber, and Alexander Sergeev
- Group three – Olawale Amuzat, Thiago Braga, and Valentyna Girard
- Group four – Ololade Akanni and Kim Teichroeb (not in attendance)
- Group five – Sean Baker and Abdul Haider

The floor was opened to additional nominees. As no additional nominations were brought forward, the nominations were closed. It was confirmed that all nominees were eligible candidates.

Results of Election

The following candidates were elected to the Board for a two-year term as Directors-at-Large:

1. Brian Fleming
2. Esther Chan
3. Thiago Braga
4. Ololade Akanni
5. Sean Baker

14. VOLUNTEER RECOGNITION

John Janjic thanked all of the volunteers for their contributions and acknowledged retiring Board members Adaku Adeleke-Kelani, Skylar Anderson, Dominika Shetler, Gaetan Demers, Robert Eskens, Sarah Hawitt, and Dyane Zalasky.

15. ADJOURNMENT

On a motion made by Ololade Akanni, seconded by Brian Dumsday, and carried unanimously, it was agreed that there was no further business of the Association to transact; the meeting was closed at 12:34 p.m.

DISCLAIMER

The above minutes of the annual general meeting should be used as a summary of the motions passed and issues discussed at the meeting of the members of the Association. This document shall not be considered a verbatim copy of every word spoken at the meeting.

Director

Director

Date

Date