



**MINUTES of the
CIOCAN ANNUAL GENERAL MEETING
Thursday, October 27, 2022
12:30 EDT**

ATTENDEES:		
Alex Buhler	Mathieu Desrosiers	Non-Members
Carlos Tobar	Moustafa Naguib	Alison Toscano
Catherine Boivie	Neil Bradbury	Barb Gorman
Dave Aeri	Nick Howald	Meaghan Wiemer
Derek Cullen	Patrick McLaughlin	Whitney Fredriksen (Cisco Support)
Dianne Lapierre	Peter Holowka	
Gary Davenport	Philippe Johnston	
Gini Wong	Roland Woo	
Hanif Jessani	Ron Murch	
Humza Teherany	Ross Ballendine	
Jasbir Kooner	Sadri Osmane	
Jim Williams	Shaun Guthrie	
Jories Timmers	Sylvain Viau	
Kelvin Cantafio	Sylvain Perras	
Kent Smith	Volker Seidel	
Kyoko Kobayashi	Wahid Mohammad	
Martin Kyle	Yasemin Sezer	
Miguel Kanafany		

Philippe Johnston called the meeting to order at 12:35 pm.

Proper notice having been given and a quorum being present, Philippe Johnston, President, called the Annual General Meeting of the CIO Association of Canada to order.

Philippe Johnston confirmed that official notice of this meeting was delivered to all members via the CIOCAN member e-letter on September 28, 2022, and continued with regular reminders and that we are in compliance with the 14-day notification period required under the BC Societies Act. As a quorum of 10 members must be present throughout the meeting, members were asked to remain on the call until the AGM is adjourned.

Approval of the Agenda

The agenda for the Annual Meeting was provided electronically on the CIOCAN website. There were no changes made to the agenda.

Motion: Philippe Johnston moved and Shaun Guthrie seconded to accept the agenda as circulated. All were in favour and none were opposed. The motion was carried.

Approval of the Minutes of the previous meeting

The Minutes of the last Annual General Meeting held on October 28th, 2021 were provided electronically on the CIOCAN website.

Motion: Philippe Johnston moved to approve the Minutes of the last Annual General Meeting of members held on October 28th, 2021 as circulated. Shaun Guthrie seconded the motion, all were in favour and none were opposed. The motion was carried.

President's Report:

Philippe Johnston expressed how happy he was to deliver the President's Report to the members. He noted that the CIO profession is one of the most critical in business and industry today. CIOs have responsibility to drive the digital transformation agenda through innovation, productivity and competitiveness for their respective organizations.

Philippe noted that it had been a pleasure leading the organization over the past year as president. Further it had been an honor to work alongside each of our members, to grow our position and influence in the Canadian marketplace. CIOCAN members continue to truly drive the future of business and innovation in Canada.

In the past year CIOCAN continued its important strategic work to entrench the organization as a member-driven, mission-focused association. Building upon the strategic pillars, CIOCAN remained steadfast in its focus on the organization's members: the diverse professionals and business partners who inspire and shape the association every day and are integral to CIOCAN's stewardship in the sector.

The coming year will be CIOCAN's 19th year of operation. Despite, the continued pandemic, the Association has had a very positive year as we continue to drive member value. During this past year several major strides were taken to build a stronger foundation for the future.

With new full-time leadership in place, the Association delivered over 100 webinars and events, hosting 300+ member and supporters at the 2022 CIO Peer Forum conference and hosted senior technology innovators at the CIOCAN Fireside Chats including John Chen CEO, Blackberry, Shannon Leininger, President Cisco Canada, and Kevin Mandia, CEO Mandiant.

Also, more was done to support our members. Our 22 Women in Tech series was launched supporting Diversity Equity and Inclusion, ensuring that we shared key leadership tips from women leaders. With the support of Randstad Canada we launched a Career Development Centre where we host information for members on everything from leadership, to employee engagement, various research reports. With the support of Cisco Canada we now host our webinars on Cisco Webex with full translations, closed captioning and many other key features to enhance the CIOCAN member experience.

In April, the CIOCAN Board of Directors came together in Montreal, to focus on CIOCAN's long-term strategy. We developed a new three-year strategic plan that will guide CIOCAN in four key areas:

Our Association is rooted in regional chapters across the country and the fundamental peer connections they provide. As well, we continue to provide valuable education and networking opportunities to our CISO members via the CISO Division.

The key to our success continues to be our Chapters and Division who work hard on your behalf to ensure you receive excellent value for your investment. Initiatives that help you expand your knowledge and network are of paramount importance to CIOCAN. Chapters developed programming throughout the year on key topics relevant to our CIO community. These topics often start as conversations, as the issues tackled are not “one and done.”

We are pleased to welcome new Chapter Presidents for Vancouver, Calgary, Manitoba and Toronto. Welcome to Peter Holowka, Ross Ballendine, Kent Smith and Kyoko Kobayashi. They join a long list of outstanding CIOCAN volunteers and we look forward to working together to achieve great things.

I would like to thank the following outgoing chapter presidents for their service over the years:

Helen Knight, Calgary

Raj Perumal, Manitoba

Jonathan Landon, Toronto

Dianne Lapierre – Vancouver, but will join the national board in the role of Treasurer

Your valuable contributions helped move our association forward.

As well, we have three Board members stepping down this year.

Catherine Chick

Gary Davenport

and Rita Lazar-Tippe

Gary and Rita will be transitioning to Honorary Directors.

Each of you has contributed to CIOCAN’s success in a major way.

Philippe expressed that the success of CIOCAN can be attributed to one thing... the generous contributions of more than 80 plus volunteer board members at both the National and Chapter levels. These individuals donate their time, their energy, and their passion to something they strongly believe in: helping their fellow CIOs with day-to-day challenges in their organizations and playing a role building the future of the CIO profession in Canada. He thanked all of the volunteers for their dedication and commitment!

Congratulations to the 2022 CIOCAN IMPACT Award Winners, Lifetime Achievement

Award – Humza Teherany
President’s Award – Rita Lazar-Tippe
VAN Member of the Year – Silviu Hinta
CAL Member of the Year – Paul Twigg
TOR Member of the Year – Derek Cullen
Mentor of the Year – Miguel Kanafany
Crisis Leadership Award – Jan Bradley
CISO Division Award – Steve Biswanger

Philippe noted that CIOCAN has amazing members and volunteers and this program is a wonderful way to provide them with the proper recognition. Nominations for the 2023 awards will be coming out within the next month. He encouraged members to start thinking ahead of who they can nominate.

This year a new approach to member collaboration was tried thanks to the Calgary and Edmonton Chapters for the concept. The first Meet Me In The Middle (MMITM) event was held in Red Deer, Alberta which saw members of the Calgary and Edmonton chapter meet for a full day event. It was such a resounding success that a MMITM in Kingston was run to gather members of the Ottawa, Montreal and Toronto chapters.

Lee Rennick our past Executive Director was instrumental in supporting MMITM activities and also leading various activities the last fiscal. Philippe wishes her well in her new role with IDG. He noted that the HR Committee is well on its way to hiring a new Executive Director. Philippe also thanked Alison Toscano for accepting the challenge as Acting Executive Director during the transition. Her dedication to CIOCan has been phenomenal in minimizing the Executive Director transition and reducing disruption to CIOCan operations. In addition, the two new employees Barbara Gorman, Accounting, and Meaghan Wiemer, Events Coordinator have also provided exceptional support to CIOCan.

In 2021-22 the CIO Peer Forum was delivered using a virtual platform. Having access to stellar education is one of the strategic pillars of CIOCAN and this one was knocked out of the park.....again. Registration will open soon for the 2023 CIO Peer Forum, which will be hosted in-person in Toronto in May 2023 and will also include a virtual component for those who will not be able to attend in-person.

Our key focus areas continue to be on Membership Engagement and Membership Growth and we’ve also continued to push ourselves to grow – in our knowledge of what’s important to our community and in the ways we can better support our profession’s ability to succeed.

It was with pleasure that Philippe announced that CIOCAN has reached 491 members which is a milestone for our Association! Our value proposition is strong and our members continue to benefit from connecting with each other as demonstrated by our increasing member numbers, retention rate, event participation and sponsorship engagement.

He set the goal of topping 500 and marching on to 600. The growth in Digital across all industries has and continues to enable new opportunities for Snr IM/IT Business leaders in organizations. He strongly believes that CIOCAN can be that voice that enables our profession to thrive and be leaders for our organizations.

He expressed gratitude for the support and engagement of members in 2022 and is energized about what we will achieve together in 2023.

His message to members is to GET INVOLVED. Based on personal experience, those members who get more actively involved in the Association do, in fact, derive even more value from their membership.

By getting engaged with CIOCAN you will:

1. Boost your performance as a leader in IT
2. Connect and get inspired – expand your network
3. Advance your career with education, networking and recognition
4. Make an impact by sharing your experience with the world.

There being no questions, we moved to next agenda item.

Financial Report:

Dianne Lapierre presented the Treasurers Report for the fiscal year ending June 30, 2022, as Rita Lazar-Tippe was unable to attend the AGM.

She asked if there were any concerns or comments regarding the financial statement that had been distributed for the period ending June 30, 2022?

As per our practice, the CIO Association of Canada (CIOCAN) 2021-22 fiscal year, which ended June 30th, 2022 underwent an audit, in accordance with Canadian accounting standards for not-for-profit organizations. Diane was happy to confirm, as per the auditors, the financial statements presented fairly, in all material respects, the financial position of CIOCAN as of June 30, 2022. The 2022 year ended with combined net assets of \$295,059 and a net surplus of \$7,990.

During the 2021-22 fiscal year, CIOCAN continued to experience the challenges due to the COVID-19 pandemic.

Your Board of Directors and Operations team, scrutinized the financial position of the association and projected outcomes to ensure the continued viability of CIOCAN.

As well, CIOCAN executed on the following key initiatives during the 2021 – 22 fiscal year:

- As per the CIOCAN strategic plan, continued to fund investments that focus on delivering member value, growth, and development, while ensuring appropriate governance, and controls are adhered too.
- Delivered rich content focused on leadership and technology challenges, while supporting and evolving a trusted IT leadership community.
- Waived event registration fees for members, including the Peer Forum conference.

- Delivered the second year in a row a fully virtual CIO Peer Forum, with virtual networking capabilities.
- Invested in dedicated staff to support the CIOCAN strategic plan and operational delivery.
- Maximized sponsorship opportunities to fund the delivery of elevated content while ensuring member value.
- Shifted membership renewals onto an annualized basis with all memberships coming due in July of each year.
- Conducted consistent review of the financial statements, which were distributed, and reviewed on a 45-day cycle by the CIOCAN Treasurer, and Board of Directors. Therefore, provided visibility of the financial position, and ensured oversight of the financial health of CIOCAN.
- Evolved the accuracy of forecasting and budgeting for all portfolios.

Diane asked if there were questions regarding the financial statements. There being none, the following motion was tabled.

Motion: Dianne Lapierre moved that the audited financial statements for the fiscal year ending June 30, 2022 be approved as presented. Humza Teherany seconded the motion. All were in favour. None were opposed. The motion was carried.

Motion: Dianne Lapierre moved the accounting firm Kriens LaRose, LLP, Chartered Accountants be confirmed to complete the financial audit for the fiscal year ending June 30, 2023. Shaun Guthrie seconded the motion. All were in favour. None were opposed. The motion was carried.

By-Law Changes

As part of the restructuring of the National Board of Directors in the previous fiscal year, there was a plan to review and revise the by-laws in a couple of key areas. Changes to the by-laws can only be done by approval of CIOCAN membership at a general meeting. Hence there are two specific changes that the National Board of Directors has reviewed with external legal counsel and is now recommending to membership to approve.

The first change was that the term limits for National Board members be increased to be four terms of two years each, versus the current three terms of two years, which would enable a Director to join the National Board as a portfolio lead and then progressively move through to being the National Vice-President and then the National President.

The second change was that the National Board formally introduces the concept of an Honorary Director role and to use that position to provide for continuity of key leadership and content expertise resources for the Association. This would be a non-voting position on the Board for a one-year term

A copy of the proposed by-law changes had been circulated in advance of the meeting, including a complete “red lined “version of all the related changes. Gary Davenport read the resolution.

BE IT RESOLVED THAT THE CIO ASSOCIATION OF CANADA BY-LAWS BE CHANGED AS FOLLOWS:

1. Be it resolved that effective as of the time at which the Association files an Alteration Application with the BC Registrar of Companies (the "Registrar"), the Bylaws of the Association, as filed with the Registrar prior to the date hereof, be altered as follows:

- a. By adding the definition of "Honorary Directors" to Bylaw 1.1.
 - b. By amending Bylaw 5.7 to allow for a director to serve for four consecutive terms instead of three consecutive terms.
 - c. By amending Bylaws 5.17 and 5.18 to include an Honorary Director.
 - d. By adding Bylaw 5.24 as set out in the attached Schedule A.
 - e. By amending Bylaw 13.2 to allow for voting at any meeting by electronic ballot.
 - f. The consolidated Bylaws set out in the attached Schedule B, be adopted as the Bylaws of the Association.
2. Any one director or officer of the Association is hereby authorized and directed on behalf of the Association, to take all necessary steps and proceedings that may be necessary or desirable to give effect to the foregoing resolutions.

He called for questions.

Member, Jim Williams had a question- "Would you be able to provide examples of other honorary directors".

Gary responded that Honorary Director positions are used in various boards. they are not formally part of the board, and they cannot vote. However, they are available as guests at meetings to provide assistance and advice. He expressed that CIOCAN is not unique in adding Honorary directors. This is something that's used in other organizations and has worked reasonably well. As part of our association, given the dependency on volunteers, and the expertise that those volunteers bring, the feeling from the National Board was that CIOcan could benefit from the implementation of an honorary director position.

Member, Jim Williams further asked "In the future, what type of person or expertise would we bring in as an honorary director"

Gary responded that it would depend on the board's needs and desires but typically it could be someone who has already served on the board or it could be someone outside of that realm as well.

Motion: There being no further questions, Gary Davenport moved to adopt the changes in the By-laws as outlined. Dianne Lapierre seconded the motion. All were in favour. None were opposed. The motion was carried.

Report from the Nominating Committee

Humza Teherany noted that the Board of Directors had endorsed the slate of candidates for election, or re-election to the Board. After a general call for National Board applicants this past February, the Nominating Committee assessed all applicants and worked to place the suitable applicants on either a Chapter Board or the National Board. As a result, Humza noted that the 2022-23 CIO Association of Canada Board of Directors was to be elected by acclamation. The directors would hold office until the conclusion of the next Annual General Meeting of the Association in the fall of 2023.

He then introduced the full slate for the National Board for the 2022/2023 term:

- Philippe Johnston, National President
 - Humza Teherany, Immediate Past National President
 - Shaun Guthrie, Vice President
 - Diane Lapierre, Treasurer, Director of Sponsorship
 - Yasemin Sezer, Director of Programs
 - Derek Cullen, Director of Partnerships
 - Miguel Kanafany, Director of Membership
 - Ross Ballendine, President of Calgary Chapter
 - Martin Kyle, President of the CISO Division
 - Kyoko Kobayashi, President of Toronto Chapter
 - Peter Holowka, President of Vancouver Chapter
 - Sylvain Viau, President of Montreal Chapter
 - Kent Smith, President of Manitoba Chapter
 - Rachel Porteous, President of Ottawa Chapter
 - Roland Woo, President of Edmonton Chapter
- Gary Davenport, Honorary Director
Rita Lazar-Tippe, Honorary Director

Humza asked the members to join him in welcoming the new CIOCAN Board of Directors for the year 2022-2023.

In addition to the official board positions, he noted that this year the Association will also be supported by Committee Chairs, who will be leading important portfolios for the Association, namely Thought Leadership, Technology, Peer Knowledge Exchange and the CIO Peer Forum. These committee chairs will work directly with the Executive Director and team to advance these portfolios and may from time to time attend board meetings to present the status of their portfolios. Humza thanked Kyoko Kobayashi, Silviu Hintea, Shari Wallace, and Yasemin Sezer for stepping up to chair these committees.

Other Business:

There was no other business to be discussed.

Termination of Meeting:

There being no further business Philippe Johnston thanked everyone for attending the meeting and terminated the meeting at 1:05 pm EST. Philippe Johnston moved and Shaun Guthrie seconded that the 2022 Annual General Meeting be terminated, all were favour, motion passed.