

Council Meeting Minutes
Saturday, September 9, 2017

1. Welcome and roll call

Ken Thomas opened the meeting and welcomed everyone.

2. Quorum

Motion carried approving the minutes of the April 29, 2017, meeting.

3. Safety and Diversity shares

Ken Thomas provided a safety share and Janice Zinck provided a diversity share.

4. President's Report

4.1 MetSoc MOU

Ken gave a brief update following his participation in COM 2017. The Legacy MOU was agreed upon and signed. Motion was passed for the approval of the MOU. The National Office Cost Sharing MOU is pending following some changes that CIM requested.

4.2 Strategic Plan Update

Ken gave a brief update on the strategic plan status, presently focusing on harmonization. Some CIM Branches do not charge a member fee, others do and the rates vary. CIM is planning to have one harmonized fee for National and Branch members.

4.3 Human Resources

Ken summarized the HR updates:

- Marilou Reboulis appointed Client Relations Manager
- Membership Development Manager (vacant) position is under review pending BRIO consulting firm's recommendations
- Reception / Administrative Assistant (vacant)
- Membership Services Agent (vacant)
- Events Administrative Assistant (on-hold until 2018)
- Lorent Dione appointed Director, Web and IT (subsequently actioned)

4.5 \$10 a Head Pay for Service

The motion supporting the \$10 fee was passed in 2007 and 2016. The services provided to the Branches are the following:

- Accounting, auditing and reporting
- Community Toolkit – development, additional features and ongoing support
- Online branch membership registration and data management system
- Development of Branch websites (underway)
- Programs such as the CIM Distinguished Lecturers series and CIM Awards
- Support for general national office administration
- Liability insurance for Directors, Officers and Events, inclusive to Branches
- Use of CIM logo and brand

Ken emphasized the importance of this initiative working towards the wellbeing of CIM.

4.6 Harmonization

Harmonization is a major issue for CIM – “One CIM, One Fee”. This initiative was approved by Council a while back. To facilitate the process, a Harmonization Committee has been formed with Garth Kirkham as Chair and includes Roy Slack, Janice Zinck, Angela Hamlyn and Benoit Sawyer. A District VP and a Branch representative will also be appointed by the Committee. The CIM Branch Manual has erroneous information that will be corrected.

5. Interim Executive Director Report

Angela thanked everyone around the table for the support that has been extended to her during the last couple months.

5.1 CIM National Office Update:

Angela explained that in the last couple of months, CIM National has been working on decentralizing the organisation to ensure the right people are in the right positions. Operationally, CIM is refocusing its efforts to concentrate on core strategic, and predominantly domestic, issues.

5.2 Mining School Committee Proposal

Angela explained that Professor Hani Mitri approached CIM on behalf of a number of mining professors who met at the CIM Convention in 2017 with a proposal for the creation of a Mining School Committee. Motion was passed to approve the creation of an Academic Working Group subject to an MOU.

5.3 CSA Mirror Committee Update and Funding by Societies

Angela gave a brief update of the CSA Mirror Committee activities following CIM’s financial support to ISO TC 82 of \$60K per year. Status of contributions by Societies as of August 24, 2017:

- ESRS: \$5K in 2017 & \$5K in 2018
- MER: \$5K in 2017 & \$5K in 2018 (Requested review at end of 2017)
- MES: \$5K in 2017 (Will continue “to provide timely review and feedback from MES members to ISO on drafts of proposed standards”)
- UMS: \$10K in 2017 (Will discuss 2018 funding at September meeting)
- SMS: \$10K in 2017 (Will review for 2018)
- CMP: ~\$1.3K

5.5 Global Mining Standards Group (GMSG)

Angela informed the Council that GMSG has been a key partner of CIM since the Group’s inception. There have been recent discussions with GMSG Managing Director Heather Ednie about how we can work more closely to further leverage/harmonize the organizations’ relationship for our mutual benefit.

5.6 CIM Standing Committee on Mineral Resources and Mineral Reserves

Angela informed that Paul Banks has stepped down as Chair from the CIM Standing Committee on Mineral Resources and Mineral Reserves MRMR; Deb McCombe will take on the position on an interim basis. He will also be stepping down as the second CIM representative of CRIRSCO; Deb has agreed to represent CIM on CRIRSCO on her own for the time being and during the upcoming meeting in October in Indonesia.

5.7 CIM Society and District AGM Minutes

Angela requested that the Districts and Societies provide CIM with their AGM minutes, if possible within (30) days of their meeting to facilitate and enable us to stay in contact and keep us informed.

6. Executive Director Search Update

Janice Zinck gave a summary of the ED search process. She indicated that CIM has received approximately (50) applications to date. It is anticipated the position should be filled by the end of December 2017.

7. Letter to President “We Are All CIM”

Garth Kirkham spoke about the letter that he wrote to CIM President Ken Thomas following perceived backlash from some Societies with respect to the ISO TC82 funding request. He emphasized that it has been nearly (4) years since the discussions began with the Societies and the Branches and that CIM cannot continue to shoulder the financial burden of all matters that the membership, Branches and Societies need and demand from CIM National. He reiterated that for CIM to succeed, the “us” and “them” dialogue needs to be eliminated. We are all CIM.

An edited version of Garth’s letter will be published on the CIM website or in the CIM Magazine.

8. Senior Leadership Reports

8.1 Financial Reports

a) Financial Statements

Benoit reviewed the balance sheet and explained the variances in the financial statements. The December 31 2017 forecast was also shared.

Inactive Branches and Society Proposal

Benoit gave a brief update on the branches that are inactive. He proposed that the unused funds be deposited in an escrow account for (2) years and be used if and when the branches concerned re-establish until transferring the funds to CIM. Motion was passed to transfer the funds in an escrow account for (2) years for all inactive branches and societies

b) CIM National Financials

Benoit gave a brief overview of the financial results following the CIM 2017 Convention; budget was achieved.

c) Membership Report

Benoit gave a brief update on membership.

d) Past President Membership Fee

Angela mentioned that at the previous ExComm meeting a motion was passed to propose to Council to have past presidents not pay a fee as recognition of their contribution to CIM and continued leadership support. Motion was passed to have past presidents not pay a membership fee.

e) GOA (Global Opportunity for Association) Update

Benoit gave an update on the GOA reimbursements to date. CIM will not be participating in the GOA program for 2017-2018.

f) Service Pins

Benoit mentioned we are scoping the design and cost for service pins as CIM is considering a recognition program by offering CIM National members a CIM pin for every (5) years of membership.

g) Membership Development Mandate

Brio was selected as the consulting firm that will assist us in scoping and redefining the membership value proposition, the transformation of CIM to increase membership and to assist in the harmonization process.

h) Profit Sharing from the Annual Convention

Benoit gave a quick explanation of the current profit-sharing model. MES has a different calculation method for which Benoit proposed it be simplified and included as the other societies' model. If there is an MOU with MES, it will be cancelled. Motion was passed to modify the existing calculation model for MES and as of 2018 include them in a proportional calculation as the other societies based on the number of sessions. Motion was passed to amend and not cancel an existing MOU with MES accordingly. Motion was passed to remove the AV fees for 2017 from MES as they have been charged historically and allocate the funds accordingly towards the number of sessions that were produced at the 2017 Convention.

Benoit informed the Council that there is money that needs to be distributed among the branches and is proposing the funds be split (3) ways to the District VPs by creating a cost center. The SLT was asked to prepare a list and guide lines for next Council including a proposal for the International District. Motion was passed to allocate the funds that have accumulated in the past (4) years to the (3) District VPs on a proportional basis (1/3, 1/3 and 1/3).

8.2 Convention Reports

Lise spoke about the restructuring in the Events Team as the CIM Montreal office is moving towards more decentralized model.

a) CIM 2017

Lise provided a detailed summary of the numbers with respect to CIM 2017.

b) CIM 2018

Sean Roosen is General Chair. Carlos da Costa and Pierre Julien agreed to be Sponsorship Co-Chairs. Ross Prichard and Grant Carlson are Co-Chairs for the Technical Program. Grant gave a brief update of the call for abstracts.

c) RFG 2018

Lead Convention Planner on RFG is Chantal Murphy. Monthly committee meetings are led by General Chair John Thompson. There are (209) half-day technical sessions under Minerals, Water, Energy, Earth, Resources and Society and Education and Knowledge. The plenary sessions are being planned by John Thompson.

d) Sponsorship CIM/RFG 2018 Strategy

Lise gave a brief summary of the sponsorship strategy for CIM 2018 and RFG 2018 that is now under the leadership of the Events Department.

e) MEMO 2017

A recommendation was made to add additional information on the MEMO website, such

as mission statement, event description, etc.

f) MEMO (10)-Year Plan

The MEMO steering committee had in-depth discussions and was very diligent in reaching a compromise towards a new model. MOU to follow.

Objectives:

- spacing out MEMO conferences
- alternating MEMO's host city with that of the National Convention
- ensuring that we return in the key cities regularly and ensure Val d'Or its event

Outcome:

- skip MEMO every third year vs every second year
- MEMO will be held in the East and West in two consecutive years and go dark on year three and the cycle will start over

g) CIM Awards Program 2018

The 2017-2018 awards program will be launched on September 15 with the call for nominations being published via CIM's communication networks.

h) CIM Distinguished Lecturers Program

The 2017-2018 CIM Distinguished Lecturers program is launched and is being actively promoted.

8.3 Communications, Publications and Web/IT Updates

Angela gave an update on the different projects.

a) Women of Innovation book

In collaboration with MetSoc, Mary Wells and Anne Millar (University of Waterloo), CIM's Communications Department have published the *Women of Innovation* book.

b) CIM Magazine and CIM Journal

CIM officially launched the new responsive *CIM Magazine* site in May and have been busy publishing new stories multiple times per week – many of them exclusive to the web – as well as publishing the existing catalogue of past stories.

c) WEB/IT Project Update

Updates were provided regarding nopCommerce and the rest of the "back-end suite". Presently looking into a Client Relations Management (CRM) application that can centralize the data by pulling it from all of our various data silos. This will greatly facilitate analysis of corporate client information.

d) Cyber Security

CIM has engaged EVA Technologies to perform the Cyber Security audit and penetration testing. The firm has recommended training and certification for CIM's System Administrator.

e) By-Law Voting Tool

A web-based voting tool was created to enable CIM members to easily vote to accept or reject changes to the CIM by-law that have been approved since 2010. This tool will be able to be used for other voting applications in the future.

f) OneMine

CIM currently has over 14,000 papers on the OneMine Library, recently receiving a significant boost from the receipt and tagging of over 1,300 CMP papers, which are currently being up loaded.

g) CASL (Anti-Spam legislation)

Although it was anticipated that the journey to CASL compliance would be a long and complex process, due to CIM's structure, it proved to be even *more* complicated than we had anticipated. Despite many attempts to work within the current structure, if we want to be compliant with CASL, changes need to occur. Discussion took place and recommendations were noted and will be reviewed at the next SLT meeting in Montreal.

9. Audit and Risk Management Committee: Investment Recommendation

Mark Patterson presented a PowerPoint presentation following his review of the CIM investment policy and gave us an update on the following:

- Overview of current investment position
- Current policy and objectives
- Policy review

Discussions took place and recommendations were to:

- No near-term change to investment objectives/asset allocation
- Review current investment strategy with existing advisor (returns need to a minimum meet inflation to achieve capital preservation)
- Initiate a process to review and potentially select a new investment manager with meetings to be held in Toronto around the next Council in December

10. Governance Report

Michael Cinnamond gave a brief update on the Governance Committee's activities since the AGM in May 2017. The Committee met in June and August and they have been focusing on the ED change and establishing work plans for 2018. The revision of the Governance Policies will be included in the work plan as well.

11. Franco-Mines / PDAC Proposal

Andrew Cheadle from PDAC approached CIM with respect to holding a Franco-Mines session at PDAC in March 2018. PDAC has offered to undertake the leadership of organizing Franco-Mines for 2018, while still acknowledging that CIM is the founding association and partner. CIM may return as the organizers in 2019. A committee will be created and Lise Bujold will be representing CIM. Motion was passed to accept PDAC's proposal to take the lead of Franco-Mines for 2018.

12. Key Action Items

Key Action items from the previous meeting were reviewed and discussed accordingly.

13. Any Other Business**ESRS Social and Environmental Disclosure**

Karola Toth gave a brief update and shared ESRS's initiative related to Social and Environmental Disclosure. In 2016 CIM Council had approved the terms of reference for the proposed task group on improving environmental and social disclosure to NI 431-101, under the responsibility

of ESRS and work coordinated by Rick Siwick. Discussions took place and recommendation to affiliate with other societies/associations were proposed.

Profit Sharing of surplus for District VPS

Roy Slack proposed that a portion of the surplus funds to be distributed to the three districts be used to cover the \$10 pay per branch service fee. Discussions took place and options will be considered following a teleconference with the Districts VP the week of September 25.

Mining Teachers Tour

Roy Slack proposed that CIM National staff and Council Members be offered the opportunity of participating in a mine tour.

Awards Criteria

Janice reiterated that all award nominees and distinguished lecturers should be CIM National members and the criteria should be revised. Motion was passed that CIM membership be a criterion of the nomination requirements for a CIM Distinguished Lecturer Award.

Mining Resources Mining Reserves and Best Practice

Garth gave an update on the initiatives of MRMR and Best Practices committees and wanting to form a new super committee that would be more beneficial. Motion was passed to fold MRMR and Best Practice Committees.

Mining Society of Nova Scotia

Maggie wanted clarification as to when the services would be provided to MSNS since they joined CIM. With the changes in management at CIM National, there have been some delays. The website planning will be reviewed in the coming weeks and financials will be completed by December 31.

Society Funding Requests and Meeting Minutes

Donna Beneteau requested that CIM National prepare a template for funding requests to assist with branch dialogue and that the Council Meeting Minutes be available on the CIM National website.

14. Next meeting

The next Council meeting will be in Toronto on December 2, 2017, from 9:00 a.m. to 4:00 p.m. at the SNC-Lavalin offices located at 195 The West Mall, Toronto, Ontario, M9C 5K1.

Meeting adjourned.

In-camera session.