

CIM Council Highlights

Friday, November 23, 2018

1. Canadian Securities Administrators

A representative from the CSA Group gave a brief presentation on global mining capital formation, the Canadian Mining Securities Regulatory Framework and how they are linked to CIM, reinforcing the critical role that CIM plays.

2. Eastern District Update

Maggie Mackay, Eastern District Vice President gave a brief verbal update on the Atlantic region branches and shared some of the events that she attended and upcoming activities.

3. Underground Mining Society (UMS) Presentation

Gary Poxleitner, Chair of the CIM Underground Mining Society (UMS) shared the society's vision and mission statements and provided information on the executive offices, committees, membership and 2017/2018 highlights.

4. The Metallurgy and Materials Society (MetSoc) Presentation

Elvi Dalgaard, Chair of the CIM Metallurgy and Materials Society (MetSoc) shared the society's vision and mission statements and provided information on the structure, membership, activities and path forward.

5. OneCIM Update

The OneCIM Steering Committee Co-Chairs indicated that moving forward their recommendation to the committee will be to emphasize OneCIM initiatives that will tie into one of CIM's three strategic goals. Some of the proposed initiatives are:

- Mining for Society (M4S) mineral literacy exhibition in collaboration with Science North.
- Mentorship Program – pilot with Queen's University
- Virtual Knowledge Sharing Sessions
- Support structure for Branches regarding our three strategic goals.
- One membership model

6. M4S – Science North Proposal

Roy Slack, CIM Incoming President 2019-2020 gave a brief presentation on a proposed OneCIM and M4S initiative to partner with Science North to produce a travelling exhibition concept. A financial proposition will be presented at the next Council in March.

7. President's Report

Janice Zinck, CIM President, gave a brief summary of CIM's direction and transformation during this past year and emphasized the importance of being a relevant and impactful organization.

There will be an increased focus on governance policies and practices in place aimed at improving our effectiveness and we will continue to engage in relationship building in our journey of transformation and strategically concentrate on our strengths.

8. Governance Report

A motion was passed to accept the proposed changes to the by-laws as listed below to allow for more flexibility in the election process:

- **Nomination of District VP's**
 - a. Recommending the following language for Council flexibility
 - b. Add 8.5.3 d: *If by 31 December no candidate(s) are nominated, Council shall be entitled to fill the vacancy at their discretion.*

- **Nomination of Directors (Societies)**
 - a. Again, as Item 1 above.
 - b. Add 8.5.4 b: *If by 31 December no candidate(s) are nominated, Council shall be entitled to fill the vacancy at their discretion.*

- **Director of Finance title to Chief Finance Officer**

A motion was passed to accept the change of title of the Director of Finance and Administration to Chief Financial Officer to reflect align with mining industry practice.

A vote to CIM Members will be initiated in 2019 to accept all changes to the by-laws accordingly.

9. Mineral Resources and Mineral Review (MRMR) Update

Garth Kirkham, Co-Chair of MRMR, gave a brief update on the committee's activities, highlights and upcoming initiatives.

A motion was passed to approve the revised *CIM Minerals Exploration Best Practices Guidelines* dated November 23, 2018

10. Audit and Risk Update

A motion was passed to amend the language in the governance policies in regards to the new proposed Audit and Risk Committee composition.

New language:

Voting Members (shall include no fewer than three voting members) drawn from the following:

- Chair: A Director (who may be a Director-at-large) who holds professional certification as a financial expert (e.g. CA, CGA, MBA)
- A Vice-President, past-President or other current or past senior Council member
- Up to four other persons who shall not be members of Council
- President-Elect and or President (ex-officio)

Non-voting Members

- CEO (ex-officio) or designate
- Staff: CFO or Director of Finance and Administration or designate

Note: At least one member of this committee, independent of management and the Chair of this committee, shall have accounting/auditing expertise."

11. Calendar of Events

The Annual Report is being drafted and requests to all constituents for upcoming meetings and events for the 2019 CIM Calendar of Events are being collected.

12. Events Update

Lise Bujold, CIM Director of Events and Tradeshows gave a brief update on CIM 2019, MEMO and other upcoming conferences.

13. New Model – Short Course Surplus Sharing

A motion was passed to adopt a new short course surplus sharing formula as indicated below:

- 75% of surplus (revenues minus expenses) to CIM
- 25% of surplus to be paid out to short course host
(this may involve a split with the validating CIM Society, if applicable)

14. New Model – Conference Surplus Sharing for Committees

A motion was passed to adopt the new financial model for the conference surplus sharing formula as indicated below to include participating societies, committees and districts:

- 25% of the net profit from the conference (excluding profit from the trade show) is distributed to our constituents.
- 60% of the 25% will be distributed to societies;
- 30% of the 25% will be distributed to districts;
- 10% of the 25% will be distributed to committees.

15. Data Breach

There was a data breach on October 2, 2018 involving a third party supplier that impacted the lists for Resources for Future Generations (RFG). There was minimal overlap and impact on CIM contacts. The CIM team was applauded for responding quickly and effectively.

16. CASL.

We are at the final stages of compliance with Canada's Anti-Spam Legislation (CASL) and are working with the Branches and Societies for compliancy and promoting use of the Community Tool Kit.

17. Financials

The financial results as of September 30, 2018 were reviewed and the variances explained accordingly.

18. Investments

A motion was passed to have CIM National internally handle the GIC investment portfolio as of 2019.

19. 2019 Budget

A motion was passed to approve the budget as presented.

20. CIM Management and Economics Society (MES) Hong Kong Chapter

Carlos da Costa, Chair of the Mineral Economics Society (MES) indicated that in the past the MES Chapter in Hong Kong had been successful. The MES Society had agreed to get the CIM MES Hong Kong Chapter up and functioning once again and provided a d report on the progress.

21. Environmental and Social Responsibility Society (ESRS) Charter

A motion was passed to accept the draft of the ESRS Charter dated May 1, 2018 that was presented to Council.