



**Annual Meeting of the Members
Montreal, September 23, 2008**

Draft Minutes of the Meeting

Approved: [date, location]

1. Welcome and call to order

D. Turpin (Chair of the Board of Directors) called the meeting to order at 3:00 pm EDT and welcomed participants to the annual meeting of members of the Canadian Research Knowledge Network / Réseau canadien de documentation pour la recherche.

In accordance with the By-laws of the Corporation, D. Turpin acted as Chair of the meeting, and A. Kelley acted as Secretary.

Having been advised that representatives of at least 25 members were in attendance and quorum achieved, D. Turpin declared the meeting to be regularly called and properly constituted for the transaction of business.

2. Adoption of the agenda

Motion: that the agenda for the meeting be adopted as distributed.

Moved: P. Ward

Seconded: M. Swanson

Carried

3. Approval of the minutes of the Annual Meeting of the Members, September 25, 2007

Motion: that the minutes of the meeting of September 25, 2007 be approved as presented.

Moved: P. Ward

Seconded: M. Lefebvre

Carried

4. Introduction of Directors

D. Turpin noted that the By-laws of the Corporation provide that certain organizations may designate individuals for appointment to the Board of the Directors of the Corporation.

Accordingly, D. Turpin confirmed for the record the members of the Board of Directors:

<i>William Maes</i>	designated by the Council of Atlantic University Libraries / Conseil des bibliothèques universitaires de l'Atlantique
<i>Sylvia Teasdale</i>	designated by le Sous-comité des bibliothèques de la Conférence des recteurs et des principaux des universités du Québec (CREPUQ)
<i>Michael Ridley</i>	designated by the Ontario Council of University Libraries (OCUL)
<i>Linda Burridge</i>	designated by the Council of Prairie and Pacific University Libraries (COPPUL)
<i>Robert Best</i>	designated by the president of the Association of Universities and Colleges of Canada / Association des universités et collèges du Canada
<i>Leslie Weir</i>	designated as a result of her position as President of the Canadian Association of Research Libraries / Association des bibliothèques de recherche du Canada (CARL-ABRC)
<i>Ernie Ingles</i>	designated by CARL-ABRC under its right to appoint a University Librarian to the Board
<i>Mona Nemer</i>	designated by the University of Ottawa, being the Corporation's contact institution, under its right to appoint a senior officer to the Board
<i>Lucie Mercier-Gauthier</i>	designated by the University of Ottawa, being the Corporation's contact institution, under its right to appoint one other representative to the Board

D. Turpin noted the By-laws further provide that the chair of the Advisory Board to the Corporation is appointed as a Director of the Corporation. Accordingly, he confirmed that the following Director had been appointed by the Board in this capacity:

<i>Ronald Bond</i>	appointed as Chair of the Advisory Board
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D. Turpin further remarked that the By-laws provide for election of three Directors by the membership, and confirmed that the following Directors had been elected in this capacity:

<i>Jonathan Blay</i>	elected as a result of membership vote on September 26, 2007
<i>Gregory Kealey</i>	elected as a result of membership vote on September 26, 2007

D. Turpin reported that D. Gants was elected as a result of membership vote on September 30, 2005, but had resigned his position on the Board in May 2007. He reported



that the following Director had been appointed to the Board for the remainder of the term (ending September 2008):

Micheline Cambron appointed as a Director in October 2007

D. Turpin advised that the By-laws further provide that the Board may appoint up to two additional members of the Board to add expertise as required:

François Duchesneau appointed as a Director on September 30, 2005

David Turpin appointed as a Director and Chair of the Board on October 4, 2006

Finally, D. Turpin reported that the Board passed a resolution on June 18, 2008 to amend the by-laws in order to appoint a Director of the Corporation to serve as Negotiations Resource Team chair. He noted that this by-law amendment would come before the membership for ratification later in the meeting. Under its authority to implement this amendment pending ratification, he confirmed that the following Director was appointed by the Board:

Martha Whitehead appointed as a Director on July 1, 2008

5. Report of the Chair, Board of Directors

D. Turpin drew members' attention to the written report of the Board Chair and Executive Director contained in the CRKN Annual Report for 2007-2008. He noted that the combined report reflected the shared commitment of the Board and staff in working together to achieve CRKN's objectives.

D. Turpin commented on highlights in implementing the Digital Content Infrastructure for the Human and Social Sciences (DCI) project over the past year, and noted that strategic objectives for the future included expanding CRKN's member services role and building partnerships with other organizations.

D. Turpin welcomed two new members of the Board, who would take office following the meeting: Kim Isaac (designate of COPPUL) and a newly-elected Director to be announced by the Nominating Committee (see agenda item 10). He concluded by thanking the Board and CRKN members for their hard work and commitment over the last year.

D. Turpin declared his report filed.

6. Executive Director's Report

D. deBruijn reported in her capacity as Executive Director and an Officer of the Corporation, and drew members' attention to the written report contained in the CRKN Annual Report 2007-2008.

D. deBruijn reported on operational highlights of the year in review, including CRKN's move into new administrative offices. D. deBruijn also reported that over the last year,



CRKN placed a high priority on broadening representation and building capacity of its committees and looked forward to honoring the contributions of members through a new award for distinguished service and a regular program of volunteer recognition.

D. deBruijn paid tribute to CRKN staff for their commitment during a challenging year, and thanked in particular Bethany Tory who had assumed responsibilities as Acting Executive Director from October 2007 to February 2008 during a medical leave for the Executive Director.

D. Turpin declared the Executive Director's report filed.

7. Treasurer's Report

7.1. FY07-08 audited financial statements

Treasurer S. Teasdale presented the audited financial statements for the year-ended March 31, 2008. Copies of the financial statements were included in the CRKN Annual Report 2007-2008 distributed with delegates' meeting agenda package.

S. Teasdale reported on the year's financial highlights, drawing attention as well to a Management Discussion & Analysis document that provided additional context for the audited financial statements.

She noted that for transparency purposes, the figures that pertain to the DCI project were included but itemized separately in the Balance Sheet and Statement of Revenue and Expenses.

Hearing no questions or comments, D. Turpin declared the audited financial statements for the year-ended March 31, 2008 filed.

7.2. Appointment of auditor for FY08-09

Motion: that the firm of Deloitte & Touche LLP be appointed as the auditors of the Corporation for the fiscal year ending March 31, 2009, and that the Directors of the Corporation be authorized to fix the auditor's remuneration.

Moved: S. Teasdale

Seconded: L. Burr ridge

Carried

7.3. Budget FY08-09

S. Teasdale presented the budget for FY08-09 as approved by the Board of Directors on March 19, 2008. She noted that the budget reflected CRKN policy to deliver a balanced budget, and that for tracking purposes, the budget was separated to distinguish the CRKN Board-approved budget from the CFI-approved DCI project budget.



A question was raised regarding the operations costs covered by the membership fees. D. deBruijn clarified that revenue from membership fees and interest income covered all operations costs (staffing, office administration, governance) as well as negotiations and evaluation program costs.

A question was raised regarding foreign exchange losses or gains on content licenses. D. deBruijn clarified that the CRKN budget does not reflect foreign exchange losses or gains, as all costs of content licenses (i.e. including actual foreign exchange on date of CRKN payment to the vendor) are cost-recoverable from members who participate on the licenses.

D. Turpin thanked S. Teasdale for her report, and declared the FY08-09 budget filed.

8. Membership Committee Report

Membership Committee chair W. Maes drew members' attention to the committee's written report included in the delegates' meeting agenda package. He reported on the mandate and accomplishments of the committee over the last year and objectives for 2008-2009.

D. Turpin thanked W. Maes and declared the Membership Committee report filed.

8.1 Core license renewal 2010-2012

W. Maes drew members' attention to the discussion paper provided in the delegates' meeting agenda package concerning the bundling of the core licenses. He noted that the discussion paper was also provided to CRKN members not in attendance at the meeting.

W. Maes reported that the Membership Committee was actively preparing for renewal of the five licenses that comprise the "core" bundle. In response to institutions' past concerns about the continued bundling of these products, he reported that the Membership Committee and the Negotiations Resource Team believed it was now an opportune time to reconsider the bundling issue before CRKN begins renewal discussions with vendors in 2009.

He summarized briefly the rationale and implications of unbundling the agreements, and invited member feedback on these matters in order to identify issues and implications, and to further inform the Membership Committee's and Board's deliberations.

Points raised during discussion included:

- CRKN may wish to consider using a cost-sharing metric partially based on usage;
- CRKN may wish to consider removing Web of Science from the core bundle, but continuing to offer the remaining four products on a bundled basis to members. This approach may be beneficial as it would offer members both flexibility and continuity.



- CRKN was urged to exercise caution and to study the issue further, as the bundled products are well established in member institutions and cost increases that could result from unbundling would threaten continued access.

W. Maes invited members to submit further comments to the Membership Committee who would review feedback on this issue and recommend next steps.

D. Turpin thanked members for their discussion and direction on this issue.

9. Negotiations Resource Team Report

Negotiations Resource Team chair Martha Whitehead drew members' attention to the committee's written report included in the delegates' meeting agenda package. She presented the mandate and members of the committee, accomplishments over the last year and objectives for 2008-2009. Completion of the DCI project is among the committee's objectives for the coming year.

She extended thanks to M. Ridley for his leadership during the last 4 years as chair, as well as to G. Bird from Simon Fraser University for her service as COPPUL representative over the last 5 years.

D. Turpin thanked M. Whitehead and declared the Negotiations Resource Team report filed.

10. Nominating Committee Report

Nominating Committee chair R. Best drew members' attention to the Nominating Committee's written report and highlights of the past year.

R. Best announced that Karen Grant, University of Manitoba, had been elected to the Board for a three year term commencing September 24, 2008. He extended CRKN's congratulations and welcomed K. Grant to the Board.

R. Best reported that over the last year there were 7 appointments made to the Advisory Board, 2 appointments to the Board of Directors, and 10 appointments to other CRKN committees. He thanked all candidates who had stood for election, the Nominating Committee members for their work over the last year and to those who had completed their terms on the committee. R. Best also thanked staff member B. Tory for the strong administrative support provided to the committee.

He noted that objectives for 2008-2009 included ongoing succession planning and a focus on broadening the pool of already excellent candidates for the Board and committees.

D. Turpin thanked R. Best and declared the Nominating Committee report filed.



11. Advisory Board Report

Advisory Board chair R. Bond presented the mandate of the Advisory Board, noting its composition and inclusion of international representatives.

R. Bond drew members' attention to the Advisory Board's written report included in the delegates' meeting agenda package. He summarized highlights of the previous year, which included work on CRKN's strategic plan, and building strategic alliances with organizations such as the Canadian University Council of Chief Information Officers (CUCCIO). Further to this, he reported on the Advisory Board's recommendation, later endorsed by the Board of Directors, that CRKN lend its formal support to CUCCIO's Edupass.ca initiative currently under development. Finally he thanked Advisory Board outgoing members Shirley Baker, Pam Bjornson and James Franklin for their service to the Advisory Board and CRKN.

D. Turpin thanked R. Bond and declared the Advisory Board report filed.

12. CRKN Statement regarding Alternative Publishing Models and Open Access

D. Turpin introduced the next item of business and drew members' attention to the statement regarding alternative publishing models and open access that was provided in delegates' packages and also made available to members not in attendance at the meeting.

The statement presented key principles and actions to focus CRKN's efforts in the open access environment. He reported that the Board was asking for discussion and ratification of the principles, as well as direction on the opportunities to pursue. He noted that in particular, as the SCOAP3 initiative is time-sensitive, the Board seeks the will of members on this matter.

Members commended CRKN on the principles in the statement, but noted that the actions as set out in the statement were not the only possible options. It was suggested that these would benefit from further discussion and engagement of other organizations, with the Canadian Association of Research Libraries (CARL) and its Scholarly Communications Committee being key groups in this regard.

Motion: that the CRKN Statement on Alternative Publishing Models & Open Access (Introduction and Principles only, September 9, 2008) be ratified by the membership.

Moved: B. Owen

Seconded: L. Burridge

Carried

Motion: that a task group be struck to identify actions that should be taken by CRKN on these fronts (i.e. actions could include but not be restricted to those on the September 9, 2008 Statement), to engage other organizations and groups in this dialogue, and to report back to the CRKN Board and membership.

Moved: M. Nemer

Seconded: M. Swanson

Carried



13. By-law amendments

D. Turpin drew members' attention to copies of the three proposed amendments that were provided in the delegate's package.

D. Turpin reminded members that amendments to the by-laws require a 2/3 majority vote in order to pass and called upon M. Ridley to present the proposed amendments.

13.1 Board of Directors composition: by-law clause 9(1)

M. Ridley presented the first proposed amendment which pertained to the appointment of a Director of the Corporation for appointment as Chair of the Negotiations Resource Team. The rationale for the amendment is to allow the Board to appoint a candidate for a stable, multi-year term and ensure appropriate succession planning for this key position.

Motion: that by-law clause 9(1) and sub-clauses 9(1)(h)(i) and (j) be amended as proposed in the supporting document.

Moved: M. Ridley

Seconded: M. Lefebvre

Carried

13.2 Executive Committee composition: by-law clause 12(1)

M. Ridley presented the second proposed amendment which pertained to the composition of the Executive Committee. The rationale for the amendment is to ensure inclusion of the Treasurer on the Executive Committee.

Motion: that by-law clause 12(1) be amended as proposed in the supporting document.

Moved: M. Ridley

Seconded: L. Burr ridge

Carried

13.3 Associate Membership category

M. Ridley presented the third proposed amendment which pertained to CRKN's Associate Membership category, and the rights and privileges associated with that membership. The rationale for the amendment is to retain the Associate Membership category for Canadian, not-for profit, degree granting postsecondary institutions, but limit the privileges of this category to participating in programs. He reported that under this amendment, Associate Members may not service in a governance capacity or vote on organizational matters.



Motion: that by-law clauses 3(1), 3(2), 9(1)(b), 9(1)(c), 9(7), 17(2), 17(5), 17(6), 17(9), 17(10), 18(1), 18(2) and 23 be amended as proposed in the supporting document.

Moved: M. Ridley

Seconded: M. Lefebvre

Carried

A further motion was presented in order to consolidate the amendments to the by-laws just approved in agenda items 13.1, 13.2, and 13.3.

Motion: that the By-laws of the Corporation be restated to reflect the amendments as approved at the Meeting of the Members on September 23, 2008.

Moved: M. Ridley

Seconded: P. Ward

Carried

14. Annual General Meeting 2009 location and dates

D. Turpin announced that the CRKN Annual General Meeting in 2009 would be held in Winnipeg, Manitoba on September 24 and 25, 2009 at the Fairmont Winnipeg, and invited members to join CRKN at that meeting.

15. Other business

15.1. New Institutional Member

D. deBruijn welcomed Algoma University as a new Institutional Member of CRKN, following approval by the Board of Directors at its meeting on September 22, 2008. She introduced Ken Hernden as Algoma's voting representative.

15.2. Reports from break-out groups

Brief reports were received from each of the break-out groups that had met concurrently earlier in the day.

Task Group on CRKN Value & Influence: M. Ridley reported on discussions regarding how to measure value to members, and how to communicate this value to different audiences. Key points raised in discussions included:

- need for both hard and soft data;
- need for credible research to support analysis and communications;
- need for the Task Group to start now and take an incremental approach.

CRKN financial orientation and budget: A. Tompkins reported on discussions which included an overview of the budget, financial planning and management processes, and financial policies. Key points raised in discussions included timing of invoicing, and changes in CRKN's investment policy and foreign exchange policy.



E-books: Policy and practice: A. Kelley reported on discussions around three themes:

- importance of CRKN maintaining past advantages gained in future e-book purchases;
- need for tools for discovery and promotion;
- need for ongoing communication amongst members regarding day-to-day issues.

16. Adjourn

D. Turpin invited members to join CRKN and distinguished guests for that evening's reception and dinner, where a new award for distinguished service would be launched.

There being no other business to transact, D. Turpin thanked members for their attendance and declared the meeting adjourned at 4:25 pm EDT.

