



DRAFT Minutes – Approved by Executive Council

Canadian Library Association
Special General Meeting
Metro Toronto Convention Centre
Toronto, Ontario
January 27, 2016

Agenda I: Call to Order and Welcome

President Sandra Singh welcomed attendees and called the meeting to order at 11:05 am. She advised that material for the meeting was posted on the CLA Website in advance of the meeting. President Singh introduced the head table: Rosemary Bonanno, Vice-President/President-Elect; Michael Ridley, Treasurer; Marie DeYoung, Past-President; Virginia Clevette, Councillor-at-Large; Christina Hwang, Councillor-at-Large; Colleen Murphy, Councillor-at-Large; and Valoree McKay, Executive Director and Secretary. The President also acknowledged the Parliamentarian David Bennett and Legal Counsel Megan Wallace of Perley Robertson Hill & MacDougall Law Firm who was available through webcast should it be required for her to speak for legal advice. The minutes were being recorded by the Executive Assistant, Agnieszka Arkuszewski.

President Singh reviewed the voting cards, colour coded by membership category, with the membership.

She then reviewed the Guidelines for Members and Guests to the CLA Special General Meeting.

Agenda 2: Quorum

According to CLA bylaw 4.04, quorum for a meeting is 10% of Members entitled to vote at the meeting, including Proxies. The number of CLA Members entitled to vote at 11:00 am Eastern Time on January 27, 2016 was 924. Therefore it was required to have 93 Members to be present to be entitled to vote. There were 182 members present either in person or by Proxy.

President Singh asked Executive Director McKay if there was quorum. The Executive Director stated there was quorum. The meeting was declared duly and properly constituted and in session.

Agenda 3: Rules of Order

The President indicated that the rules of order were “*The American Institute of Parliamentarians Standard Code of Parliamentary Procedure*”. It was noted that as per Bylaw 4.05 voting would be by a show of voting cards unless a vote by ballot was demanded by a majority of members in attendance, that all motions require a majority vote of the members present and voting, and that if the results of a vote by show of hands was in dispute, there would be a formal count. The President stated that only members were permitted to address the meeting unless a non-member was invited to address the membership. She prompted that those members joining the meeting on webcast were permitted to ask questions within the chat function. David Bennett, Parliamentarian, was asked to speak to the rights of members. He encouraged members to speak, debate, and vote and that his role is to ensure that the will of the majority is understood by all.

Member Peter McNally asked the Parliamentarian to clarify the procedure on member voting on abstention, whether or not there will be a call for this type of vote. The Parliamentarian stated that abstentions did not count as votes therefore there would not be a call for.

Agenda 4: Adoption of Agenda (Doc # SGM-16-01-001)

President Singh stated that as this was a special meeting the only changes that could be made to the agenda would be under the other business section. No new items could be added. She asked to amend the agenda to have the financial presentation (item 5b) occur before the comments on the proposal (item 5a). There were no objections.

The agenda was declared approved as amended.

Agenda 5: Special Resolution: To Consider the Dissolution of the Corporation

b. Financial Review (Doc # SGM-16-01-003 and SGM-16-01-004)

Treasurer Ridley stated that at the 2015 Annual General Meeting he provided the membership with information on CLA’s financial situation. He added that the organization was not able to sustain itself any longer.

Executive Council and the Executive Director had worked to reduce the costs of the association by changing the structure of the organization as well as streamlining and eliminating activities that were not profitable and not central to the focus. Yet, Treasurer Ridley stated, the organization still remained in deficit and could not keep operating under these circumstances. He stated that the 2015 budget indicated that the organization was continually spending more than it could obtain in funding. He specified that the main reason for the deficit was the decrease in membership and annual conference revenue. The organization balanced its budget during the recent years by using its investments. The

Treasurer disclosed that the reason Executive Council had decided to make a change was to put an end to using the investments and create a new opportunity to use the funds efficiently.

Treasurer Ridley referred to the balance sheet (December 15, 2015). He indicated the assets would be used for two purposes. Should the organization vote to dissolve: to cover the liabilities and transfer some resources for the new federation. Part of the proposal would include the recommendation that the assets be assumed by the new federation. He stated that the liabilities would include: salaries for staff, taxes, severances and terminating the lease for the office space. He stated that there was still uncertainty on how much of the assets could be transferred over to either a new federation and to other organizations that fill a similar role in supporting the library community. He clarified this as the new federation proposed would not be a charity organization therefore assets with charitable status could only be transferred to another charity meaning the assets would be transferred to another charitable organization. Executive Council was working with legal counsel and its accountant to ensure that this was done properly. All necessary steps would be taken to ensure that the assets of CLA would be dealt with appropriately.

Treasurer Ridley indicated that should CLA continue to go forward it and not dissolve, the investments would be used up entirely. He advised this would not be a good business move and strongly supported using the remaining funds for a new opportunity instead.

a. Review of Proposal Toward a Federation of Library Associations in Canada: *Strengthening the national voice for Canadian libraries (Dec 18, 2015) (Doc # SGM-16-01-002E & SGM-16-01-002F)*

President Singh stated that to allow for more time for discussion she would not go through the proposal in detail, instead she would summarize the process of how the new federation concept was created.

President Singh indicated that when she first began her role as Vice-President of CLA she did not anticipate that a new organization would be proposed. She stated that during her first Executive Council meeting, CLA's financial situation was discussed and it became apparent that the organization would not be able to continue as it was. She recalled that over the years, previous Executive Council members worked towards restructuring the organization to strengthen its presence however despite their efforts, funding kept declining. During the Annual General Meeting in 2014, she stated that the Executive Council discussed with the members a new approach to CLA with a different focus, that of policy and research and a different structure. The membership at the time responded with an interest this this concept. Executive Council hired an external consulting firm, Portage

Consulting, to work with them to identify different organizational structures that CLA could consider. Arising from this work, Executive Council produced a concept paper in early 2015.

The concept paper proposed that CLA become a federation of library associations in Canada. A few ideas were provided in the concept paper to stimulate a discussion on this topic during consultation. The main concept was a federation model that would consist of library institutions from all of Canada.

Executive Council met with upwards of 40 library associations at a stakeholder meeting in early 2015 to get their input on the proposal. This was done as the proposed federation would consist of a membership of these associations therefore understanding their interest, concerns and ideas were necessary before sharing broadly. From this meeting, the Future Federation Working Group was created and work began to develop a more fulsome proposal for consideration by the CLA membership as well as the community at large.

President Singh acknowledged the working group members and expressed deep gratitude for all their hard work: Crystal Rose, Atlantic Provinces Association; Trecia Schell, Nova Scotia Library Association; Sonia Smith and Shannon Babcock, L'association des bibliothécaires du Québec; Stefan, ABBQ; Sarah Gallagher, Yukon Library Association; Shelagh Patterson, Ontario Library Association; Camille Callison and Alix-Rae Stefanko, Manitoba Library Association; Gwen Schmidt, Saskatchewan Library Association; Jason Openo and Peter Bailey, Library Association of Alberta; Annette DeFaveri, British Columbia Library Association; Susan Haigh, Canadian Association of Research Libraries; Paul Takala, Canadian Urban Libraries Council; Lee-Anne Ufholz, Canadian Health Libraries Association, and a few representatives from the Canadian Library Association. She indicated that there were others not named as part of the Future Federation Working Group who worked on the Financial Working Group: Clare Appavoo & Ken Blonski, Canadian Research Knowledge Network; Jefferson Gilbert, Canadian Urban Libraries Council; Stephanie Pimmental, Ontario Library Association; Christine Sheppard, Library Association of Alberta; Judy Nicholson, Saskatchewan Library Association.

President Singh stated that between May and October 2015, the CLA Working Group worked through complex issues in order to bring the revised proposal to the membership in October for feedback.

In late October through to December the CLA Working Group reviewed the feedback provided from the membership. This resulted in further revision of the proposal and its completion in late December 2015. She acknowledged that the proposal was not perfect and would not make everyone happy and that the reality was that it was impossible to

ensure everyone would be satisfied with the final document. She indicated that this proposal would move things along in making a change and ensuring CLA's investment would be used to create a new opportunity. The intent would then be for the initial board of the new federation to build on the proposal and finesse the details to make the organization stronger and serve the community more effectively.

Thinking about this transition she stated that there were many issues to consider in moving CLA forward to a different type of organization. The legal implications on restructuring the current CLA to a new organization would be far too complex and costly therefore it was proposed that CLA dissolve and for a new federation be born. She emphasized that the new federation would be truly a new organization and not a reshaping of CLA.

President Singh referred to an interview with a reporter from Quill and Quire and stated that the reporter had asked her what CLA had done wrong. She replied saying that CLA had done nothing wrong. CLA had done many things right over the last 69 years: CLA influenced national policy; it created and managed national programs that benefited hundreds of libraries and thousands of communities; CLA championed libraries across Canada and created a sense of national community over the last half century; and it bolstered the work of libraries. She stressed that CLA had done good work however, the world had changed and there was a much more vibrant and engaging library community in Canada with tighter budgets. The library community had more choices on where the money was being spent. There are other platforms for networking and creating communities of interest that never existed before. She stated that because of these reasons and others, members began to opt out of CLA. As the members opted out of CLA, resources became scarce and membership became smaller. As that happened, efficacy declined and dissatisfaction grew and more members opted out and so on.

President Singh declared that these occurrences are what brought the members to the Special General Meeting January 27, 2016, to make the decision on the fate of the organization. She posed the question to membership: would CLA continue to decline with deficit budgets and decreasing membership or would CLA take what was remaining and invest it in a new future for a national voice for libraries. She stated that what happened to CLA was the choice of the membership. She repeated that not everyone would be happy with the result however CLA could work towards building a better future for a national association.

President Singh put forth, on behalf of Executive Council, the motion for the dissolution of CLA.

MOTION: BE IT RESOLVED as a special resolution that,

- 1. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;**
- 2. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;**
- 3. for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and**
- 4. any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.**

President Singh opened up the floor for discussion.

Member Peter McNally expressed concerns with section 1 of the motion as it stated that the board was authorized to distribute any money or other property. He stated that one of the continuing legacies of the Canadian Library Association would be its archives, as a historical record. He wanted to know where the archives of CLA were stored at the present moment. He also wanted to know where the archives would go in the future and who will own the archives. He stated that this involved issues with intellectual property, giving permission for use and it should be considered that members will want to have access to the historical documents and have the right to. He stated that the history of the Canadian Library Association was too important and would be very much interested in hearing from the Executive Council on this matter.

President Singh stated that at the moment the CLA archives were in the office. Executive Director McKay added that Library and Archives Canada (LAC) already had some of the archives and that she was having discussions with them to deposit the remaining archival material with them. She indicated that the CLA staff and volunteers were working on going through material according to the guidelines LAC provided. In regards to ownership of the historical documents, she stated that this would have to be decided.

Member Peter McNally added that it was important to have appropriate individuals consulted in regard to the ownership of the historical/archival materials and that the information as to what happens to the documents be shared with the members.

President Singh stated that CLA owned copyright on a few publications which would need to be passed on to another organization. Questions on who would take on this role had yet to be discussed however it would be assumed that the natural place for the historical documents would be the new federation. This would still need to be worked out.

Member Ernie Ingles congratulated Executive Council and the Working Group on all their work, he extended the congratulations to President Singh for all her hard work on leading this initiative. He stated that he was a member of CLA for 20 years and has hope that the new federation is just as great as CLA was. He brought forth his concern around the lack of individual membership in the proposal for the new federation and his hope was that the new organization would continue inclusiveness for all members regardless of their geographic position in Canada.

President Singh stated that this concern was important and that if the vote for dissolution was passed and the new federation created then this would be noted for the new organization to discuss further.

Member Barbara Clubb congratulated Executive Council and the Working Group for all the work that was done on the proposal. Her questions were as follows: how would a member be able to participate in institutions such as IFLA and if it would be possible to donate in the interim to CLA that would either be transferred to that new organization or any related charitable status organization depending on the vote from the special general meeting. She commented on the budget for the new organization being fairly small and encouraged the new federation to think about ways to ensure everyone could participate.

President Singh stated that the Working Group had not specifically considered the ability for members to participate in IFLA and that she would take note of this. In regards to individual participation, she responded by saying that individuals will be able to participate through their local organizations that are members of the new federation. Lastly, she stated that in the interim donations could be made however no tax receipts could be given.

Member Thomas Alburger posed a question from the webcast, he asked if the new federation would produce communications to personal members.

President Singh stated that if CLA were to dissolve, there would be a fair amount of work to conduct. There would be a final gathering in June 2016, which President Singh encouraged all members to participate. She stated that the new federation would not communicate with personal members; it would only communicate directly with its association membership. However, she did state that the new federation and the associations who were members would need to determine how best to communicate with the personal members of the member associations. She anticipates that the strength of the new federation would be the personal memberships of the association members.

Member Nancy Black thanked the Executive Council for creating the opportunity to discuss the proposed model. She expressed concern around the membership structure of the new federation, specifically the way personal members would engage in the new model. Her wish was that the new federation would allow for personal members to participate directly rather than through a local association. Another concern she brought forward was the financial structure of the new model as this was only a proposed project rather than a commitment. She also wonder from this day until the implementation of the new model, if there would be an opportunity to rework the proposal. Another question she had was that if there was a new model established, would there be any mechanisms in place that would keep the new federation accountable in its financial aspect and ensure it is being sustainable.

President Singh responded stating that from this day on, if the members vote to support the dissolution of the CLA, her recommendation would be that the new federation be established right away. This would mean that there would be an interim board who would work on developing the new organization. CLA would step back from this work and the new federation would be acting as its own entity. She stated that the new federation would be a start-up therefore it would be hard to have certainty as this is the reality of any new start-up business.

Once the new federation was formed, the Working Group would pass on the proposal it had worked on and hope that the new board would consider the recommendations within it. The new organization would develop using the recommendations from proposal and it would prove itself to the members by achieving the objectives that were set out for its mandate. She acknowledged that there would be a lot that would have to be worked out during the start-up of the new federation and there would be many important decisions to be made.

Member Ron Knowling stated that he could not support this proposal as it would lump the distinct areas of the county in a way that would be counterproductive. He felt that the

pay to play model was dangerous as it would undermine the legitimacy of the organization. He stated that if the new organization was to be a for profit organization he would not be able to be a member as he works for the government. He added that Nunavut Public Library Association would not be able to be a member of the new federation as they would not have the funding to buy their membership meaning the Nunavut Public Library Services would not be able to be a member. He stated that there are regions in Canada that do not have the funding to be able to build libraries or sustain them and he therefore pleaded for the Executive Council to consider the needs of these small organizations to have support from a national organization. He stated that there were librarians in the upper region of Canada that did not have access to the same resources other well-funded libraries have. He thanked the Working Group and Executive Council for all their efforts. He did acknowledge that there were problems with the current organization that would need to be addressed.

President Singh stated that geography was one of the difficult challenges discussed by the Working Group. The Working Group struggled in identifying a board composition that considered the expanses of Canada while remaining agile enough to respond but at low-cost to run the organization. She stated that the Working Group had suggested that the board of the new federation review the governance model after two years, noting that the board could review its governance model at any time. She clarified that the new federation was not a for profit organization. She stated that the recommendation for the new organization was non-charitable not-for-profit.

Member Victoria Owen congratulated the Working Group on all their work. She stated her question was an extension of what Peter McNally had inquired about in terms of the archives. She wanted to know about the stewardship of the management of the historical documents, specifically the publications and all the documents on the work that was done by the organization. She also inquired about the preservation and access to these documents and how this would be done.

President Singh stated that she would take note of having the new federation provide access of historical documents of CLA if the motion would vote yes for dissolution.

Member Margie Singleton thanked the Executive Council and the Working Group for all their work. She recognized that they had to make tough decisions and that it resulted in making changes. She stated she would support the new federation.

President Singh thanked Ms. Singleton for her support.

Member Apollonia Steele stated that she has been a member since 1969 and thanked the Working Group and Executive Council for all their work up to this day so far.

Member Peter McNally wanted to clarify if the new federation existed already and if not, what associations had committed to supporting the new federation.

President Singh stated that she did not have the list of all the institutions but she named a few: BLCA, OLA, CULC, SLA, APLA, ABQ, ABQLA, LAA, CARL and more.

Member Mary Jo Romaniuk thanked the Working Group for all their work. She asked if it was possible to transition CLA as a foundation where funds would be collected and managed by the new organization.

President Singh stated that she would bring this to the lawyer and ask if this would be possible.

Member Catherine Biss stated that she as a member and the proxy she was carrying, CULC, were in favour of the new federation. She indicated that the new federation would allow for all of the groups across the country to work together to come up with national solutions. She stated that as a major contributor to the new federation, CULC stands firmly for the new organization.

With that final comment, President Singh closed the discussion.

c. Vote on Special Resolution (Doc # SGM-16-01-005)

President Singh commenced the voting process. The motion was read. The membership agreed that the motion need only be read once for all 6 votes.

She began the vote with the Personal Membership.

MOTION: *BE IT RESOLVED as a special resolution that,*

- 1. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;***
- 2. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;***

3. *for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and*
4. *any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.*

MOVED: Executive Council

SECONDED: Executive Council

CARRIED

President Singh proposed to the Institutional Membership:

MOTION: *BE IT RESOLVED as a special resolution that,*

1. *the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;*
2. *the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;*
3. *for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and*
4. *any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.*

MOVED: Executive Council

SECONDED: Executive Council

CARRIED

President Singh proposed to the Associate Membership:

MOTION: *BE IT RESOLVED as a special resolution that,*

- 1. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;***
- 2. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;***
- 3. for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and***
- 4. any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.***

MOVED: Executive Council

SECONDED: Executive Council

CARRIED

President Singh proposed to the Corporate Membership:

MOTION: *BE IT RESOLVED as a special resolution that,*

- 1. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;***
- 2. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;***
- 3. for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and***

4. *any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.*

MOVED: Executive Council

SECONDED: Executive Council

CARRIED

President Singh proposed to the Honorary Membership:

MOTION: *BE IT RESOLVED as a special resolution that,*

1. *the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;*
2. *the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;*
3. *for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and*
4. *any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.*

MOVED: Executive Council

SECONDED: Executive Council

CARRIED

President Singh proposed the final vote by All Members:

MOTION: *BE IT RESOLVED as a special resolution that,*

- 1. the Board of Directors is hereby authorized to cause the Corporation to distribute any money or other property in accordance with sections 234 to 236 of the Canada Not-for-profit-Corporations Act (the "Act") and to discharge any liabilities of the Corporation;***
- 2. the dissolution of the Corporation is hereby authorized pursuant to subsection 220(3) of the Act;***
- 3. for the purpose of bringing such dissolution into effect, the Corporation shall send articles of dissolution in the prescribed form to the Director appointed under the Act; and***
- 4. any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such dissolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.***

MOVED: Executive Council

SECONDED: Executive Council

CARRIED

Given all 6 votes carried, the Special Resolution passed.

President Singh thanked the membership for their support and faith in the Executive Council and CLA. She stated that the process was hard work and long. She thanked Executive Council and the past Executive Council for all their work, specifically, Pilar Martinez, Jane Schmidt, Jim Bennett and Peggy D'Orsay who were on the board during the very challenging time when CLA was working through proposing the new federation. She also thanked the CLA Working Group and the CLA Finance Working Group for their time and effort for putting the proposal together. She thanked the stakeholders who came together in late January 2014 and gave Executive Council their support. She stated it took a lot of courage to support to undertake such a project and that there was still a lot of work ahead to complete.

She hoped that the membership would join CLA in June 1-3, 2016 for the CLA Forum. She stated that during the CLA Forum there would be an opportunity to reminisce and thank all those individuals who worked for CLA in the past. She added that there was a lot to look forward to for the work of a national organization.

Councillor-at-Large Virginia Clevette stated that was one final comment on the webcast. Member Gerald Beasley conveyed a sincere thank you to the CLA President, Executive Council, CLA Working Group and members for bringing the situation to an important new starting point.

Agenda 6: Adjournment

There being no other business, President Singh declared the meeting adjourned at 12:11 am EST.

Recorded by Agnieszka Arkuszewski, Executive Assistant

Approved:



Date: July 13, 2016

Sandra Singh
President



Date July 13, 2016

Valoree McKay, CAE
Executive Director