



Memo to ICF Canada Resources Committee
From John G. Jung
May 15, 2017
Topic: ICF Canada Compliance Review

1. Incorporation – ICF Canada was incorporated on April 30, 2014 with goal to support development of ICF Summit 2015 in Toronto and support enquiries from within Canada to apply to the ICF Awards process. At the 2015 ICF Summit it was decided by a meeting of Canadian ICF qualified communities to continue on to develop ICF Canada as a national organization supporting the existing and growing numbers of ICF qualified Canadian Communities. A business plan and budget was adopted and John Jung was asked to continue to develop the organization.
2. Legal Firm – Denton’s was used for incorporation in 2014 but since then we did not use a legal firm. Upon recommendation of Board Director Rob McCann, John Jung spoke with Jay Rosenblatt of Simpson Wigle Law Firm. He has since volunteered to lend legal support as might arise from time to time, if necessary.
3. Board Members, original and current- The original board members, who signed the original incorporation papers, included Carl Viel, Kristina Verner, John Jung as well as two former board members, Bruce Lazenby and Ben Champoux. The new board members and their rotation dates are attached. An Executive Committee currently consists of Carl Viel, Greg Dandewich, Kristina Verner and John Jung. A Corporations Key was required to make changes to the incorporation documents to reflect the new board members. This was never made available in the original incorporation process and had to be reapplied for. This has now been secured and following the ICF Canada Board Meeting on June 6, we can make the changes on-line including adding three new Board members: Kevin Siliker replacing Ben Champoux from Moncton and Blair Patacairk replacing Bruce Lazenby in Ottawa. In addition, a new Institutional Board member is proposed to be added: Dr. Mehdi Sheikhzadeh, Lambton College, Sarnia.
4. Accountant – Eva Blais volunteered at the time of incorporation to support the ICF Canada coordinated ICF Summit in 2015 as the ICF Canada Accountant. She has received a modest honorarium for her annual services. She has undertaken the ICF Canada taxes for 2015 and 2015 GST rebates and is currently working on ICF Canada’s 2016 taxes. She was confirmed as ICF Canada’s accountant in the first AGM on November 9, 2015.

5. Banking – two people have access to ICF Canada Bank account, John Jung and Eva Blais. Regular sharing of account details between John and Eva has taken place throughout the year.
6. Bylaws – an initial set of working bylaw documents were created at the time of incorporation. They were amended and unanimously approved in December 13, 2015 as prepared by Chairman, Bruce Lazenby. See attached.
7. Meetings – ICF Canada’s Board has regular meetings, two virtual (one in the Winter/ Spring and one in the Fall) and one physical meeting at the ICF Summit. ICF Canada agenda’s and minutes from these meetings are in the Minute book.
8. AGM – ICF Canada held its first AGM virtually on November 9, 2015. It reconfirmed the Board Approved Business Plan and Budget for execution in 2016 and beyond. The AGMs are now held annually at the ICF Summits. Minutes from these are in the Minute Book. The next AGM will take place at the ICF Summit in NYC on June 6, 2017 prior to the ICF Canada Board Meeting.
9. Procurement – The Bylaw for this is the December 13, 2015 document. It says: “The Board empowers the President and one other member of Management to approve contracts up to \$500k USD, contracts over that amount require Board Approval.” As there are no staff, John Jung confers with the Executive Committee of the Board on matters dealing with the execution of the Business Plan.
 - i. ICF Canada Project Authority: All ICCI projects approved by ICF Board and discussed with Board Executive Cmmt along the way.
 - ii. All projects, except initial study was matched by private sector.
10. Director’s Liability Insurance – We have the following Non Profit Directors & Officers (D&O) Liability Insurance secured through Northland Insurance, effective May 11, 2017:
 - Limit of liability, per claim: \$1,000,000
 - Limit of liability, annual aggregate: \$1,000,000
 - Deductible: NIL
 - Legal Assist: Included
 - Annual premium: \$525 with the purchase of Commercial General Liability (CGL) Insurance
 - Limit of liability, per occurrence: \$2,000,000
 - Limit of liability, annual aggregate: \$5,000,000
 - Deductible: \$1,000
 - Annual premium: \$700
11. Minute Book - An e- Minute Book is being developed on the new ICF Canada Website. Board members will have a password protected site to access important

documents related to Board matters such as bylaws, Board rotation, nominations background, minutes,

12. ICF Canada Financials

Taxes were prepared for 2015 and 2016 by Eva Blais; GST credit was secured Modest Membership/ Sponsorship secured until track record achieved for ICF Canada with studies, programs, leads generation, website and newsletter.

Startup finances focused multi-year project payments (2015 - 2017) payments into 2016; main 2016 expenses outside of matched ICCI funding have been to pay for initial ICF Canada study of Canadian communities; ICF Canada management for 2015 and 2016; and travel related expenses for 2015 and 2016.

13. Fundraising Options

ICF Canada Sponsorships – Board support requested
Event activity to generate funds.

14. Agenda for ICF Canada Meeting in NYC June 6

Key areas for Board Meeting

- i. Brief AGM
- ii. Year in summary
- iii. Resource development
- iv. New Board memberships confirmed
- v. Board password protected site on Website
- vi. Canadian Smart City Challenge

ICF Taiwan address

Plans/ Budget for 2017/2018