



# 2021 ANNUAL MEETING

October 27, 2021

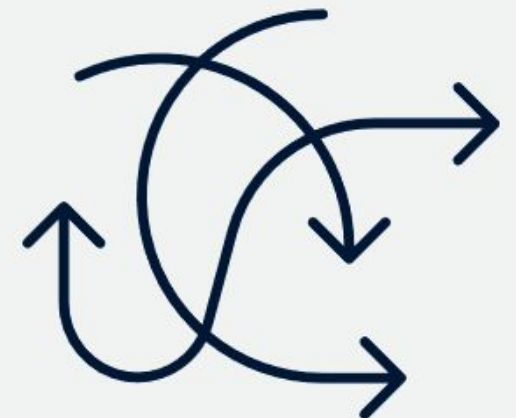
# Verification of Quorum & Call to Order

- The Chair of the meeting verifies that there is a valid quorum for the meeting and, if so, calls the meeting to order.



# Overview of 2021 AGM Process

1. Verification of quorum and call to order
2. Explain purpose, nature and process for AGM
3. Work through AGM agenda
4. Following the AGM are reports on progress, operations and strategic plan



# Purpose of the AGM

- Review past performance
- Receive (not approve) the 2020 financial statements of VANIX
- Ensure that a board of directors and public accountant acceptable to the members are in place going forward, according to law and the articles and by-laws of VANIX

# What Does Not Happen at the formal part of the AGM?

- Not a management meeting
- A session will be held immediately following the conclusion of the formal part of the AGM, for:
  - Discussion of VANIX 2021 activities
  - A report from the Operations Committee
  - A review of our 2022 - 2024 Strategic Plan
  - Seeking input from the VANIX Community

# Who Can Attend the AGM?

- Members' Designated Member Representatives (“DMRs”) or their Proxyholders
  - Members are those corporate entities that participate in the VANIX exchange and have chosen to apply for and been accepted as corporate members and remain in good standing
  - Members participate in member meetings, such as the AGM, through their DMRs, as recorded with the Corporation
  - DMRs who could not attend in person had the option to appoint proxyholders to act in their stead within an accepted timeline
- VANIX Directors



# Who Can Attend the AGM? (continued)

- VANIX Public Accountant
- VANIX Counsel
- Individuals from member and participant organizations, as well as individuals interested in the affairs of VANIX or peering in Greater Vancouver
- Anyone that the Chair of the meeting or the members admit to the meeting



# Who Can Present, Discuss Motions & Vote?

- One designated individual (DMR or Proxyholder) from each member
- That individual must have signed in as such for the meeting
- Directors, the public accountant and counsel can also take part in the discussions in order to discharge their duties



# Voting Procedure

- A DMR or proxyholder from each member must move each proposed motion and another must second it – **please use the "raise hand" function in Zoom to move or second a motion.**
- Discussion of the motion – **please use the "raise hand" function in Zoom and the host will call your name to speak.**
- The DMR or proxyholder votes – **please use the "raise hand" function when voting for, against or withholding.**
- **The meeting host will "lower hands" once the count is complete.**

# Voting Procedure (continued)

- Voting will take place by a Zoom “show of hands” unless a ballot is requested
- Motions will pass or fail based on a majority of votes cast (i.e., 50% plus one)



# Proposed Agenda

1. Call to Order (already occurred)
2. Adoption of agenda
3. Approval of minutes of the 2020 Annual Meeting
4. Chair's Report to the Members
5. Receipt of Review Engagement Financial Statements for 2020  
(following treasurer and public accountant reports)
6. Appointment of Public Accountant
7. Election of Directors
8. Ratification of Director and Officer Actions
9. Adjournment

- Proposed motions will be shown – they were prepared ahead of time to help the members ensure that motions are clear, achieve desired purpose and facilitate the recording of accurate minutes of the meeting
- As each proposed motion is displayed, member representatives and proxyholders will be invited to move and second them
- Discussions and votes will follow

## PROPOSED RESOLUTION:

- **BE IT RESOLVED THAT** the agenda for the 2021 annual meeting of members of the Corporation is hereby approved.
  - The motion carried.

## PROPOSED RESOLUTION:

- **BE IT RESOLVED THAT** the minutes of the 2020 annual meeting of members of the Corporation are hereby approved.
  - The motion carried.

# Chair's Report to Members

- In 2020/2021, we continued to focus on streamlining the business operations of the IX and creating additional value for peers
- Some of the past year's achievements include:
  - Cross-connect upgrades (more on this later from Tom)
  - Revised pricing schedule with price reductions & incentives for additional ports
  - Completion of streamlined onboarding process
  - Upgrading & incentivizing Participants on 1Gbps Ports to 10Gbps Ports
  - Presence in VAN3

- Some of the past year's achievements include:
  - Implementation of new By-laws approved at the 2020 AGM
  - Streamlining and documentation of governance structure; preparation of board manual and policies
  - Recruitment of additional volunteers
  - Formation of the Executive Committee and Finance and Audit Committee
  - Developed & approved the 2022-2024 Strategic Plan



# Chair's Report to Members (Continued)

- Total of 65 Participants in 2020 with 72 Ports (includes 7 new Participants since the 2020 AGM)
- Additionally, a number of participants have upgraded to larger ports or purchased additional ports.
- MANRS compliance application completed and approved
- No significant operational outages of the exchange

- A **BIG** thank you for ongoing support to:
  - Skyway West for providing rack space, power, cross-connects, Internet, and remote-hands support
  - Cologix for providing rack space, power and cross-connects and fibre connectivity
  - Aptum Technologies for providing rack space, power and cross-connects
  - CIRA for ongoing support

- Many **thanks** for new sponsorships this year from:
  - Internet Society (ISOC) sponsorship funding for developing the VANIX 2022 - 2024 Strategic Plan
  - Polaris Realty (Harbour Centre) for providing rack space, power and connectivity
  - Arista Networks sponsorship for core network switches
  - Columbia Networks for the sponsorship of a 100 Mbps Internet connection at VAN3 for use by VANIX for out-of-band management

# Chair's Report to Members (continued)

- Also, a **BIG** thank you to:
  - Ripan Gill for her process development work and serving as the Administrative Officer for VANIX
  - All of our volunteers, including my fellow directors and officers, various committee members and others, without whom we could not operate the exchange

# Chair's Report to Members (continued)

Thank you to our Directors & Volunteers on our committees

- Existing Committees:
  - Operations Committee
  - Marketing Committee
- To increase efficiencies, we have added:
  - Executive Committee
  - Finance & Audit Committee
  - Facilities Working Group
- We continue to work through COVID Protocols and thanks to everyone for their understanding & patience



# Receipt of 2020 Financial Statements

## Receipt of Review Engagement Financial Statements for 2020

- Report of Treasurer on Financial Statements (Julia Aspinall)
- Report of Public Accountant of Corporation (Robert W.R. Bishop, CPA)

# Receipt of 2020 Financial Statements (Julia Aspinall)

## PROPOSED RESOLUTION

(VOTING MAY ONLY BE “FOR” OR “WITHHOLD”):

- **BE IT RESOLVED THAT** the 2020 financial statements of the Corporation and review engagement report of the public accountant thereon are hereby received by the voting members of the Corporation.
- The motion carried.



# Appointment of Public Accountant (Julia Aspinall)

PROPOSED RESOLUTION:

(VOTING MAY ONLY BE “FOR” OR “WITHHOLD”):

- **BE IT RESOLVED THAT** Robert W. R. Bishop, C.P.A. be and is hereby appointed as the public accountant of the Corporation to hold office until the close of the next annual meeting of the Corporation with the directors authorized to fix the remuneration of the public accountant.
  - The motion carried.





# Election of Directors (Chris Tacit)

The following five directors' terms are expiring at the close of this meeting:

- Scott Jamieson\*
- Christopher Murray\*
- Chris Tacit
- Dan Rink
- Marilyn Hay

# Election of Directors (Chris Tacit)

The following individuals have each been nominated to stand for election as directors at this year's annual meeting of members for two-year terms:

- Jagrup Bains – two years
- Scott Jamieson\* – two years
- Chris Laffin – two years
- Chris Murray\* – one year
- Kelly Pritchard – two years



# Election of Directors (continued - Chris Tacit)

Since there are five nominees for five positions, the candidates have effectively been elected by acclamation as directors. More specifically, Jagrup Bains, Scott Jamieson, Chris Laffin and Kelly Pritchard have each been elected as a director of the Corporation by acclamation to hold office for a term ending at the close of the 2023 annual meeting of members of the Corporation, and Christopher Murray has been elected as a director of the Corporation by acclamation to hold office for a term ending at the close of the 2022 annual meeting of members of the Corporation, all subject to the by-laws of the Corporation.



# Thank you to Retiring Directors (Scott Jamieson)

The following three directors' are leaving the board at the close of this meeting:

- Christian Tacit (also served as Secretary)
- Dan Rink (also served as Marketing Committee Chair)
- Marilyn Hay (also served as Vice Chair and Chair)



# 2021 Board of Directors and Related Post-AGM Appointments (Scott Jamieson)

The Vancouver Internet Exchange Board of Directors is as follows (with anticipated officer appointments):

- Scott Jamieson (Chair)
- Tom Samplonius (Ops Committee Chair)
- Darin Young (Vice Chair)
- Kelly Pritchard (Marketing Committee Chair)
- Julia Aspinall (Treasurer)
- Chris Murray
- Jagrup Bains (Secretary)
- Chris Laffin



# Ratification of Director and Officer Actions (Marilyn Hay)

## PROPOSED RESOLUTION:

- **BE IT RESOLVED THAT** all contracts, acts and proceedings of the directors of the Corporation made since the 2020 annual meeting of members of the Corporation are approved and confirmed.
  - The motion carried.

## PROPOSED RESOLUTION:

- **BE IT RESOLVED THAT** the 2021 annual meeting of members of the Corporation is hereby adjourned.
- The motion carried.

