



## **Supplementary Information**

### **Written submission from TRIUMF Accelerators Inc.**

In the Matter of the

**TRIUMF Accelerators Inc.**

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Application by TRIUMF Accelerators Inc.  
for renewal of operating licence for its  
particle accelerator facilities

**Commission Public Hearing**

**March 23, 2022**

## **Renseignements supplémentaires**

### **Mémoire de TRIUMF Accelerators Inc.**

À l'égard de

**TRIUMF Accelerators Inc.**

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Demande de TRIUMF Accelerators Inc. pour le  
renouvellement de son permis d'exploitation  
pour ses installations dotées d'un accélérateur  
de particules

**Audience publique de la Commission**

**23 mars 2022**

Ms. Kasia Broda  
Senior Project Officer and ACFD Inspector  
Canadian Nuclear Safety Commission  
280 Slater Street  
P.O. Box 1046, Station B  
Ottawa, Ontario K1P 5S9

Via email: [Kasia.Broda@cnsccsn.gc.ca](mailto:Kasia.Broda@cnsccsn.gc.ca)

February 10, 2022

RE: TRIUMF Governance - TAI & TRIUMF Amalgamation

Dear Ms. Broda:

This letter concerns the application for the renewal of Particle Accelerator Operating Licence PA1OL-01.00/2022 by way of Commission Member Document (TRIUMF Document #193210) dated March 19, 2021 and the proposed transfer of the licence to TRIUMF INC. in connection therewith. The purpose of this letter is to advise you of a proposed amalgamation between TRIUMF INC. and TRIUMF Accelerators Inc. (TAI) that is expected to occur coincident with the expected renewal and transfer of the operating licence on July 1, 2022. As this letter will make clear, the amalgamation would have no substantive impact on TRIUMF's operations or management, including its ability to discharge its obligations under the licence (should it be issued to TRIUMF INC.).

We request that this letter be considered as a "Supplementary Commission Member Document" for the purposes of the upcoming Class IB relicensing hearing on March 23, 2022.

The TRIUMF facility's operating licence is currently held by TAI. The member universities of the TRIUMF joint venture incorporated TAI in 2006 for the sole purpose of holding the operating licence because the CNSC could not issue the licence to the joint venture as a non-incorporated entity. TAI discharged its obligations under the CNSC operating licence, through various agreements with the joint venture, the member universities, the CNSC, the University of British Columbia, and Royal Trust.

As you are aware, TRIUMF INC. (a corporation) assumed the assets and obligations of the TRIUMF joint venture on June 1, 2021. The agreements that were in place between TAI and the joint venture were all transferred to TRIUMF INC. at that time. With the TAI operating licence expiring on June 30, 2022, and with the replacement of the joint venture with a corporation (TRIUMF INC.), we are of the view that it is most advisable to transfer the new licence to TRIUMF INC. If this occurs, further to the approval of the CNSC, TAI will no longer have a function.

Therefore, the Board of Governors of TRIUMF has recommended that TRIUMF take this opportunity to simplify the governance structure, and at the Board meeting of December 14, 2021, approved the proposed amalgamation of TAI and TRIUMF. At an upcoming Board meeting later this month, the Board is expected to approve drafts of various documents to advance the amalgamation of TAI and TRIUMF INC. The

amalgamated corporation will be called TRIUMF INC. It will have the same member universities as the current TRIUMF INC. and TAI. The Board of the amalgamated corporation will be composed as the same Board as the current TRIUMF INC. The amalgamated corporation will adopt By-laws and Articles that are the same as those of TRIUMF INC. (except for removing references to TAI) and it will have the same mandate as TRIUMF INC. The amalgamated corporation will continue to have an Environment, Safety and Security Committee that will provide advice to the Board on matters pertaining to the safety and security of the TRIUMF facility and other regulatory matters. Also, we emphasize that the same individuals will be engaged in the management and control of TRIUMF's licensed activities. More particularly, the five individuals who will be responsible for the management and control of the licenced activities at TAI at the time of the transfer are:

- President & CEO – Dr. Nigel Smith
- VP Safety – Mr. Rock Neveau
- VP Security – Mr. Adrian Lee
- Treasurer – Ms. Joanna Carson
- Corporate Secretary – Mr. Jim Hanlon

We confirm these five individuals will continue to be responsible for the management and control of the licenced activities of the amalgamated TRIUMF INC. when an operating licence that has been issued to TRIUMF INC.

- Laboratory Director & CEO – Dr. Nigel Smith
- Chief Safety Officer – Mr. Rock Neveau
- Director, Facilities (Security included) – Mr. Adrian Lee
- Chief Financial Officer – Ms. Joanna Carson
- Corporate Secretary – Mr. Jim Hanlon

Lastly, we submit that the amalgamation would not prejudice the amalgamated corporation's ability to perform its obligations under the licence. TAI has not engaged in any activities beyond those related to the licence, and is not aware of any claims, actions, or proceedings against it. Similarly, TRIUMF INC. is not aware of any claims, actions, or proceedings against it that could impact its operations. As such, the amalgamated corporation will not "inherit" (by operation of law) any potentially problematic claims, actions, or proceedings.

As noted above, the TRIUMF Board is expected to approve drafts of the following documents to advance the amalgamation of TAI and TRIUMF INC. Drafts of these agreements will be sent to you immediately following the Board meeting where they are approved.

<ul style="list-style-type: none"><li>• Amalgamation Agreement</li></ul>	<ul style="list-style-type: none"><li>• A standard amalgamation agreement under the <i>Canada Not-for-profit Corporations Act</i>.</li></ul>
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	<ul style="list-style-type: none"> <li>Provides that the amalgamated corporation will be called TRIUMF INC. Other provisions of TRIUMF's current Articles of Incorporation brought forward and will be used for Amico without alteration.</li> </ul>
<ul style="list-style-type: none"> <li>Amended and Restated Financial Security and Access Agreement</li> </ul>	<ul style="list-style-type: none"> <li>Light revisions to remove references to TAI and to replace them with references to TRIUMF.</li> </ul>
<ul style="list-style-type: none"> <li>Amended and Restated Fund Contribution Gap Agreement</li> </ul>	<ul style="list-style-type: none"> <li>Light revisions to remove references to TAI and to replace them with references to TRIUMF.</li> </ul>
<ul style="list-style-type: none"> <li>Amended and Restated Escrow Agreement</li> </ul>	<ul style="list-style-type: none"> <li>Light revisions to remove references to TAI and to replace them with references to TRIUMF.</li> </ul>
<ul style="list-style-type: none"> <li>First Amendment to Amended and Restated Management Agreement</li> </ul>	<ul style="list-style-type: none"> <li>Light revisions to provide for the termination of the Management Agreement effective on the amalgamation of TRIUMF INC. and TAI.</li> </ul>

I would be pleased to address any questions or comments that you may have or to provide any additional information or documents that you may require.

Yours sincerely,

**Joe  
 Mildenberger**

Digitally signed by  
 Joe Mildenberger  
 Date: 2022.02.10  
 09:23:24 -08'00'

Joe Mildenberger  
 Radiation Safety Officer  
 TRIUMF INC.

Cc: Louise Levert, Senior Tribunal Officer, Commission Registry, CNSC  
 Nigel Smith, President & CEO TRIUMF Accelerators Inc.  
 Rock Neveau, Vice President Safety, TRIUMF Accelerators Inc.  
 Jim Hanlon, Secretary, TRIUMF Accelerators Inc.  
 Jacques Shore, Gowling WLG (Canada) LLP