



Nordiq Canada
(incorporated as Cross Country Ski de fond Canada)
DRAFT MINUTES of the Annual General Meeting

June 15, 2019; 155, rue Principale, St-Sauveur QC

1. Call to Order and Welcome

Board Chair Jennifer Tomlison called the meeting to order at 3:00 PM (ET).

2. Establishment of Quorum and Introduction of Voting Delegates

Quorum was established. 12 of 14 members as defined in the bylaws were represented, equalling 94% of the vote.

Present:

Voting Members

AB Jo Wolach, Division Chair	6 votes
BC Mike Thomas, delegate for Reid Carter, Division Chair	8 votes
MB Richard Huybers, Division Chair	3 votes
NB Allan Halfpenny, delegate for Raymond Leger, Division Chair	3 votes
NL Karin Kuhne, delegate for Gerry Rideout, Division Chair	4 votes
NS John Cameron, Division Chair	1 vote
NU Francois Fortin, Division Chair	1 vote
ON Angus Carr, Division Chair	8 votes
QC Renee Thibeault, Division Chair	5 votes
PEI Andrea Morrisson, Division Chair	1 vote
SK Brennan Craig, Division Chair	3 votes
Angus Foster, Athlete Representative	5 votes

Board of Directors Not Included Above

Angelo Cristofanilli
Sarah Daitch
Patricia MacDonell

Ted Kalil
Jennifer Tomlinson (Chair)
Jeff Sim

Staff

Stephane Barrette
Megan Begley
Kate Boyd

Stephen Novosad
Shane Pearsall, CEO

Other Attendees

Alex Carpentier (QC)
Liz Inkila (ON)
Shawne Kokelj (NT)
Manon Losiers (NB)
Wannes Luppens (BC)

Karin McSherry (MB)
Pauline Nadlersmith (MB)
Mallory Taylor (NS)
Barbara May (AB)
Victor Wiltmann (ON)

3. Approval of Agenda

MOTION It was moved, seconded and carried (Thomas, Wolach) that the agenda be adopted as presented.

4. Declaration of Conflicts of Interest

No conflicts of interest were declared.

5. Adoption of the 2018 AGM Minutes

MOTION It was moved, seconded (Morrison, Carr) and carried that the minutes of June 15, 2018 be adopted as presented.

6. Board, Committee and Staff Reports

All staff, board and committee reports were presented during the open Board meetings on Thursday June 13 and Friday June 14, 2019.

7. Report of Auditors: Financial Statements for 2019

Chair of the Audit and Finance Committee Angelo Cristofanilli gave an overview of the statements during the open Board meeting on Friday June 14, 2019.

8. Appointment of Auditors for 2020

MOTION It was moved, seconded (Huybers, Thibeault) and carried that Kenway Mack Slusarchuk Stewart LLP be retained as auditors for 2019.

9.0 Bylaw Changes

MOTION It was moved, seconded (Thomas, Cameron) and carried that Section 49 d) of the bylaws be amended as follows:

Be nominated, and agree to the nomination, at a meeting called for the election of Directors:

- i. By a Division member or members having a sum of at least 5% of the votes; or
- ii. in writing by 20 license members who agree with the nomination,

- iii. and provide the voting members with a written resume of their skills and experience for consideration by the voting members prior to the election of Directors.

MOTION It was moved, seconded (Huybers, Fortin) and carried that Section 44 of the bylaws be amended as follows:

Directors – The Board will consist of a minimum of nine and a maximum of ten Directors as follows:

- a) Chair of the Board
- b) Six Directors-at-Large
- c) Athlete Director
- d) A member of the Division Chairs Council elected by the Division Chairs Council

MOTION It was moved, seconded (Carr, Halfpenny) and carried that Section 51 of the bylaws be amended as follows:

Staggered Terms – The election of Directors will take place at each Annual Meeting of Members, as follows:

- a) The Chair of the Board will be elected by Division Members and License Members (exercising their block of five votes) in even-numbered years.
- b) The Athlete Director will be elected in odd-numbered years by individual License Members through a process determined by the Board, which may include either:
 - i. an electronic ballot system in advance of the Annual Meeting; or
 - ii. through a voting process at an athletes' meeting at the National Championships.
- c) Three Directors-at-Large (at least one male and one female) will be elected by Voting Members in even-numbered years, and three Directors-at-Large (at least one male and one female) will be elected by Voting Members in odd-numbered years.
- d) The Division Chairs Council Director will be elected in odd-numbered years by Division Members.

10. Election Directors-at-Large

The Nominating Committee received six nominations for director-at-large prior to the AGM. A call was made for additional nominations from the floor. No additional nominations were made.

There are three seats on the Board for directors-at-large. Each candidate was given five minutes to present and respond to questions. The order of presentations, determined by drawing names, was Derek Estabrook, Jeff Sim, Patricia MacDonnell, Charlotte MacNaughton. Two candidates did not present. Stephane Barrette was appointed as scrutineer.

Derek Estabrook, Jeff Sim, Patricia MacDonnell, were elected to two-year terms.

MOTION It was moved, seconded (Carr, Thibeault) and carried that the ballots be destroyed.

11. Location of 2019 AGM

Divisions are invited to submit proposals, with a budget included, to host the 2020 AGM.

12. Adjournment

MOTION It was moved, seconded (Thomas, Wolach) and carried that the 2019 AGM be adjourned.

A meeting by teleconference will be held at 5:00 pm MT on July 17, 2019 to answer questions concerning the audited financial statements.