



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

June 18, 2022, 45 rue Laurier, Gatineau QC

1. Call to Order and Welcome

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

2. Establishment of Quorum and Introduction of Voting Delegates

Quorum was established. 11 of 14 members as defined in the bylaws were represented, totaling 81% of the vote.

Present:

Voting Members

AB Stephanie Lemyre, Division Chair	7 votes
MB Richard Huybers, Division Chair	3 votes
NB Raymond Léger, Division Chair	4 votes
NL Gerry Rideout, Division Chair	4 votes
NS John Cameron, Division Chair	1 vote
ON Angus Carr, Division Chair (by Zoom)	8 votes
PE Andrea Morrison, Division Chair	1 vote
QC Pat Petelle, Division Chair	6 votes
SK Brennan Craig, Division Chair	5 votes
YT Dominic Bradford, Division Chair	3 votes
Katie Weaver and Scott Hill, Athlete Representatives	5 votes

Regrets

BC Reid Carter, Division Chair	8 votes
NU Andrew Breshnahan, Division Chair	1 vote
NT, David Mahon, Division Chair	2 votes

Board of Directors Not Included Above

Sarah Daitch	Morgan Rogers
Derek Estabrook	Anton Scheier
Ted Kalil	Jennifer Tomlinson
Charlotte MacNaughton	Jo-Anne Wolach

Staff

Stephane Barrette, CEO	Kate Boyd
Julie Beaulieu	Chris Jeffries
Megan Begley, recording secretary	

Other Attendees

Claude-Alexandre Carpentier
John Halvorsen
Claude Laramée
Liz Inkila

Claudette Kavanaugh
Karin McSherry
Pierre Millette
Pauline Nadlersmith

3. Approval of Agenda

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

4. Declaration of Conflicts of Interest

No conflicts were declared.

5. Adoption of the 2021 AGM Minutes

MOTION It was moved, seconded (Morrison, Léger) and carried that the minutes of June 19, 2021 be adopted as presented.

6. Board, Committee and Staff Reports

All staff, board and committee reports were distributed before the meeting. Presentations were made as follows: Chair Report, Governance Committee Report, Finance and Audit Committee Report, Nordiq Canada Development Fund Report, Athlete Director Report, CEO and staff reports.

7. Report of Auditors: Financial Statements for 2022

Jennifer Tomlinson made a presentation and responded to questions.

8. Appointment of Auditors for 2023

MOTION It was moved, seconded (Huybers, Weaver) and carried that Kenway Mack Slusarchuk Stewart LLP be retained as auditors for 2023.

9.0 Bylaw Changes

MOTION It was moved, seconded (Cameron, Craig) and carried that the following bylaw changes, as circulated with the meeting notice, be ratified:

Section 33

Agenda – The agenda for the Annual Meeting will include:

- a. Call to order
- b. Establishment of Quorum
- c. Approval of the Agenda
- d. Declaration of any Conflicts of Interest
- e. Adoption of Minutes of the previous Annual Meeting
- f. Board, Committee and Staff Reports
- g. Report of Auditors
- h. Appointment of Auditors
- i. Business as specified in the meeting notice
- j. Election of new Directors
- k. Adjournment

The matters listed in the agenda are an exhaustive list of what members can vote on.

Section 35

Quorum – A minimum of seven Division members or delegates representing a minimum of 65% of the votes that could be cast at a meeting will constitute a quorum. The members of the Corporation shall vote only on the election of directors, the appointment of the auditors, those matters on which members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the members.

Section 44

Directors – The Board will consist of a minimum of eleven and a maximum of twelve Directors as follows:

- a. Eight Independent Directors
- b. Two Athlete Directors (one male and one female)
- c. A member of the Division Chairs Council elected by the Division Chairs Council
- d. In addition to the Directors specified immediately above, the Board may, at its sole discretion, resolve to appoint a Director to serve for a one-year term expiring at the next Annual Meeting.

Directors from a.,b., c., and d. may not hold a Management Position or CEO or executive role in the Corporation during the tenure as a Director and for 12 months thereafter.

Section 47

Nominations Committee – A Standing Nominations Committee will be created that will be responsible for soliciting nominations for the election of the Directors. The Nominations Committee will have the following composition:

- a. Current Chair of the Board
- b. A former Chair of the Board (appointed by the Board)
- c. An independent Director of the Board

- d. One of the current Athlete Directors
- e. An appointee of the Women's Committee
- f. Two individuals, not from the same Division, to be appointed by the Division Chairs Council.

Any Director, independent or otherwise, that is up for re-election shall not be on the Nominations Committee.

Section 52

Terms –

- a. Independent elected Directors will hold office for a term of three years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. Independent Directors may serve a maximum of two consecutive terms.
- b. A sitting Chair of the Board may serve an additional term for a maximum of nine consecutive years but may not serve as Chair longer than six years. Do we need this with our change to Directors nominate a board chair annually after the agm

If a Director served as Chair of the Board for at least two one-year terms as chair, in a three-year term that person may serve an additional term as a Director for a maximum of nine consecutive years but may not serve as Chair longer than six years.

Section 89

Annual Financial Statements – The Corporation will send to the Division Members, Athlete Directors, Board and Auditors a copy of the annual Financial Statements and auditors report thereon 21 to 60 days before every Annual Meeting. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents. Audited Financial Statements are to be posted on the Corporation's website within 6 months of year end.

Section 97

Notice in Writing – Notice of proposed amendments to these By-laws, and articles will be provided to Members of the Corporation entitled to vote at a meeting of Members at least forty-five days prior to the date of the meeting of the Members at which it is to be considered.

10. Election of Independent Director

Jennifer Tomlinson stepped down from the Board. There is one position available for Independent Director, reserved for a male. The Nominating Committee received one confirmed nomination for Independent Director prior to the AGM. Alexis Turgeon was elected as director-at-large to a one-year term.

11. Location of 2023 AGM

MOTION It was moved, seconded (Léger, Petelle) and carried that the Division Chairs Council and Athlete Directors vote on the location of the 2023 AGM in three months.

12. Adjournment

MOTION It was moved, seconded (Huybers, Purdon) and carried that the 2022 AGM be adjourned.