



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

**September 9, 2020 by video conference**

**1. Call to Order and Welcome**

Board Chair Jennifer Tomlinson called the meeting to order at 7:03 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, totaling 94% of the vote.

Present:

Voting Members

AB Chris Reitz, Division Chair	6 votes
BC Reid Carter, Division Chair	8 votes
MB Richard Huybers, Division Chair	2 votes
NB Raymond Léger, Division Chair	3 votes
NL Judy May, delegate for Gerry Rideout, Division Chair	4 votes
NS John Cameron, Division Chair	1 vote
NT Shawne Kokelj	1 vote
NU Francois Fortin, Division Chair	1 vote
ON Angus Carr, Division Chair	8 votes
QC Renée Thibeault, Division Chair	5 votes
SK Brennan Craig, Division Chair	3 votes
Angus Foster, Athlete Representative	5 votes

Regrets

Prince Edward Island (Chair resigned)	1 vote
CCY Dominic Bradford, Division Chair	2 votes

Board of Directors Not Included Above

Sarah Daitch	Ted Kalil
Derek Estabrook	Jennifer Tomlinson (Chair)
Patricia MacDonell	Jeff Sim
Charlotte MacNaughton	

Staff

Stephane Barrette, CEO	Ilona Gyapay
Megan Begley, recording secretary	Joel Jaques
Julie Beaulieu	Robin McKeever
Kate Boyd	Stephen Novosad

### Other Attendees

Heather Ambery (AB)  
Mark Arendz (AB)  
Ivan Babikov (AB)  
Alex Carpentier (QC)  
Claudette Cavanaugh (NB)

Liz Inkila (ON)  
Steve Jones (ON)  
Pierre Millette (QC)  
Timo Puirias (ON)  
Karin McSherry (MB)

### **3. Approval of Agenda**

**MOTION** It was moved, seconded (Reid Carter, Renée Thibeault) and carried that Judy May be accepted as the delegate for Cross County Newfoundland and Labrador and be authorized to vote as such.

**MOTION** It was moved, seconded and carried (John Cameron, Reid Carter) that the agenda be adopted as presented.

### **4. Declaration of Conflicts of Interest**

No conflicts of interest were declared.

### **5. Adoption of the 2019 AGM Minutes**

**MOTION** It was moved, seconded (Angus Carr, Renée Thibeault) and carried that the minutes of June 15, 2019 be adopted as presented.

### **6. Board, Committee and Staff Reports**

All staff, board and committee reports were distributed before the meeting. Jennifer Tomlinson and Stephane Barrette made presentations and responded to questions.

### **7. Report of Auditors: Financial Statements for 2020**

Audited financial statements were distributed before the meeting. Ted Kalil made a presentation and responded to questions.

### **8. Appointment of Auditors for 2021**

**MOTION** It was moved, seconded (Reid Carter, John Cameron) and carried that Kenway Mack Slusarchuk Stewart LLP be retained as auditors for 2021.

## 9.0 Bylaw Changes

**MOTION** It was moved, seconded (Brennan Craig, Angus Carr) and carried that Section 2.t of the bylaws be amended as follows:

The Division Chairs Council is an organization consisting of the chairperson or delegate of each Division. The Chair of the Board and Chief Executive Officer of the Corporation are ex-officio members of the council.

**MOTION** It was moved, seconded (Chris Reitz, Renée Thibeault) and carried that Section 25 of the bylaws be amended as follows:

Annual Meeting –The Annual Meeting will be held within fifteen months of the last Annual Meeting but not later than six months after the Corporation’s preceding year-end.

**MOTION** It was moved, seconded (Angus Foster, Reid Carter) and carried that Section 34 of the bylaws be amended as follows:

New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least twenty-one days prior to the meeting date.

**MOTION** It was moved, seconded (Angus Carr, Raymond Léger) and carried that Sections 44 and 46 of the bylaws be amended as follows:

### Section 44

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

- a. Chair of the Board
- b. Six Directors-at-Large
- c. Athlete Director (two – one male & one female)
- d. A member of the Division Chairs Council elected by the Division Chairs Council

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.

### Section 46

Athlete Director – The Athlete Directors must currently be, or have been at some point during the prior five years, an active Canadian cross-country ski racer and licensed member at the national level. Gender equity among the Athlete Directors is required. Representation from both able-bodied and para athletes is desired.

**MOTION** It was moved, seconded (John Cameron, Judy May) and carried that Section 47 of the bylaws be amended as follows:

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

**MOTION        It was moved, seconded (Chris Reitz, Judy May) and carried that Section 48 of the bylaws be amended as follows:**

Competency of Nominees – the Nominations Committee shall seek the advice of the Board as to the competencies that the Board sees as being desirable to be brought to the Board at the time.

**MOTION        It was moved, seconded (Reid Carter, John Cameron) and carried that Sections 51 to 54 of the bylaws be amended as follows:**

**Section 51**

Terms – Elected Directors, except for the Athlete Director and the Division Chairs Council Director, 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. Directors may serve a maximum of two consecutive terms. The Chair of the Board may serve two consecutive three-year terms, in addition to any terms already served as a Director to a maximum of nine years. A Chair of the Board after having completed his or her term may not run for office as a Director until at least four years after ceasing to be Chair of the Board; however, such person may be appointed as a non-voting advisor to the Board at a duly constituted meeting of the Board of Directors to serve at the pleasure of that Board.

**Section 52**

Term – Elected Directors: Athlete Directors, will hold office for a term of two 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. These Directors may serve a maximum of three consecutive terms.

### **Section 53**

Term – Elected Director: Division Chairs Council Director, will hold office for a term of two 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. This Director may serve a maximum of three consecutive terms.

### **Section 54**

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) every three years.
- b. One of the Athlete Directors will be elected every year in by individual License Members through a process determined by the Board, which may include either:
  - i. an electronic ballot system in advance of or immediately following the Annual Meeting; or
  - ii. through a voting process at or immediately following an athlete's meeting at the National Championships.
- c. Three Directors-at-Large (at least one male and one female) will be elected by Voting Members in 2020 and then every following three years, and three Directors-at-Large (at least one male and one female) will be elected by Voting Members in 2021 and then every following three years;
- d. The Division Chairs Council Director will be elected every two years in odd-numbered years by Division members.

**MOTION**      **It was moved, seconded (Reid Carter, Angus Carr) and carried that Section 56 of the bylaws be amended as follows:**

Appointed Directors – Within 30 days following the Annual Meeting, the Directors may appoint a Director for a one-year term, to be served until the next Annual Meeting.

### **10. Election of Chairperson and Directors-at-Large**

The Nominating Committee received one confirmed nomination for Board Chair before the AGM. A call was made for additional nominations from the floor. No additional nominations were made. Jennifer Tomlinson was acclaimed as Chairperson of the Nordiq Canada Board of Directors.

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

There are three positions available 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 Charlotte MacNaughton, Mark Arendz, Sarah Daitch, Ted Kalil. Kate Boyd was appointed as scrutineer.

Charlotte MacNaughton, Sarah Daitch and Ted Kalil were elected as directors-at-large to three-year terms.

**MOTION        It was moved, seconded (Angus Carr, John Cameron) and carried that the ballots be destroyed.**

#### **11. Location of 2020 AGM**

Divisions are invited to submit proposals, with a budget included, to host the 2021 AGM.

#### **12. Adjournment**

**MOTION        It was moved, seconded (Reid Carter, Richard Huybers) and carried that the 2020 AGM be adjourned.**