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| Macintosh HD:Users:meganbegley:Desktop:desktop:Brand:Logo_Static.jpg | **Nordiq Canada** **(**incorporated as Cross Country Ski de fond Canada)**DRAFT MINUTES of the Annual General Meeting** **June 19, 2021 by video conference** |

**Awards Ceremony**

Before the AGM was called to order, Patricia MacDonell presented the annual volunteer awards. Gerry Rideout suggested the Awards Committee consider creating a new award named after Bjorger Pettersen and in honour of volunteers who make significant contributions to skiers who are Indigenous.

**1. Call to Order and Welcome**

Board Chair Jennifer Tomlinson called the meeting to order at 1:19 PM (ET).

**2. Establishment of Quorum and Introduction of Voting Delegates**

Quorum was established. 13 of 14 members as defined in the bylaws were represented, totaling 98% of the vote.

Present:

Voting Members

AB Jo-Anne Wolach (Division Chair) and Mike Norton (Delegate) 8 votes

BC Reid Carter, Division Chair 8 votes

MB Richard Huybers, Division Chair 3 votes

NB Raymond Léger, Division Chair 4 votes

NL Gerrry Rideout, Division Chair 4 votes

NS John Cameron, Division Chair 1 vote

ON Angus Carr, Division Chair 8 votes

PE Andrea Morrison, Division Chair 1 vote

QC Pat Petelle, Division Chair 4 votes

SK Brennan Craig, Division Chair and proxy for NT 6 votes/2 votes

YT Dominic Bradford, Division Chair 3 votes

Laura Inkila and Scott Hill, Athlete Representatives 5 votes

Regrets

NU Francois Fortin, Division Chair

NT Shawne Kokelj, Division Chair (Proxy to SK)

Board of Directors Not Included Above

Sarah Daitch

Derek Estabrook

Ted Kalil

Patricia MacDonell

Charlotte MacNaughton

Jennifer Tomlinson (Chair)

Jeff Sim

Staff

Stephane Barrette, CEO

Julie Beaulieu

Megan Begley, recording secretary

Cindy Chetley

Award Winners Attending for Awards Portion Only

Michelle Deacon

Caroline Forest

Claude Laramee

David Price

Chris Serratore

Peter Wiltman

Other Attendees

Libby Burell

Claude-Alexandre Carpentier

Lisa Dunn, Sport Canada

Liz Inkila

Claudette Kavanaugh

Stephanie Lemyre

John Lofranco

Brent McMurtry

Pierre Millette

Kelsey Robin

Morgan Rogers

Anton Scheier

Beckie Scott

Ian Sibbald

Milaine Theriault

Alexis Turgeon

David Wood

**3. Approval of Agenda**

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

**4. Declaration of Conflicts of Interest**

Jo-Anne Wolach declared a conflict of interest regarding the election of Board members. Jo-Anne is running for election.

**MOTION** **It was moved, seconded (Carter, Carr) and carried that Jo-Anne**  **Wolach, Chair of Nordiq Alberta, exercise the Nordiq Alberta vote in**  **all matters except the election of Board members for which Mike**  **Norton will exercise the Nordiq Alberta vote.**

**5. Adoption of the 2020 AGM Minutes**

**MOTION** **It was moved, seconded (Carr, Craig) and carried that the minutes of September 9, 2020 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, Athlete Director Report, CEO and staff reports.

**7. Report of Auditors: Financial Statements for 2021**

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

**8. Appointment of Auditors for 2022**

**MOTION** **It was moved, seconded (Carr, Huybers) and carried that Kenway Mack Slusarchuk Stewart LLP be retained as auditors for 2022.**

**9.0 Bylaw Changes**

All numbering reflects bylaw numbering after insertions of new bylaws 2.l and 68.

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

Director –as defined below;

1. Independent Director: an individual elected or appointed to serve on the Board pursuant to these By-laws
2. Athlete Director: an individual elected by the Licensed Athletes to serve on the Board pursuant to these By-laws
3. Division Chairs Council Director: an individual elected by the Division Chairs Council to serve on the Board pursuant to these By-laws

**MOTION** **It was moved, seconded (Wolach, Craig) and carried that Section 2.l of the bylaws be inserted as follows:**

 Independent - means that a director has no fiduciary obligation to any body for the subject sport at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature. Whether a director or prospective director is Independent shall be determined by the nominating committee. A person who would not be considered Independent will be considered to be Independent once he or she resigns from or terminates the circumstance that gives rise to the non-independence;

**MOTION** **It was moved, seconded (Bradford, Cameron) and carried that Section 37 of the bylaws be amended as follows:**

Voting Privileges of License Members – The License Members as a group have five votes, which the Athlete Directors must cast as a block on behalf of License Members at Annual and Special meetings. In electing the Athlete Director, License Members will cast votes individually as described in Article 51 b).

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

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

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.

**MOTION** **It was moved, seconded (Bradford, Wolach) and carried that Section 46 of the bylaws be amended as follows:**

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

**MOTION** **It was moved, seconded (Wolach, Huybers) 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. 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.

Provided that if the Chair of the Board will be subject to re-election at the Annual Meeting for which nominations for Directors are being sought, the Chair will be replaced on the Nominations Committee by a Director who is not subject to re-election, to be appointed by the Board.

**MOTION** **It was moved, seconded (Craig, Huybers) and carried that Section 51 of the bylaws be inserted as follows:**

The nominations committee will actively seek Board members that are representative of Canadian society at large.

**MOTION** **It was moved, seconded (Wolach, Leger) and carried that Section 52 of the bylaws be amended as follows:**

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.

An Elected Director having completed his or her term may not run for office as a Director until at least four years after ceasing to be a Director. However, an Elected Director who served as a Chair 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.

**MOTION** **It was moved, seconded (Carr, Leger) and carried that Section 55 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. Four Independent Directors (two male and two female) will be elected by Voting Members in 2021 and then every following three years and four Independent Directors (two male and two female) will be elected by Voting Members in 2023 and then every following three years.

 i. The Chair of the Board will be elected annually by the Board at the first Board meeting immediately following the Annual General Meeting. Only Independent Directors are eligible for the Chair. Voting will follow the process outlined in the Bylaws.

b. One of the Athlete Directors will be elected every year 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 after the Annual Meeting; or

 ii. through a voting process at or immediately following an athlete’s meeting at the National Championships.

c. The Division Chairs Council Director will be elected every two years in odd-numbered years by Division members.

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

Decision – Elections will be decided by the Members in accordance with the following:

a. Candidates who are unopposed will be declared elected by acclamation.

b. If the number of candidates exceeds the number of positions available then the candidate with the lowest number of votes will be removed from the ballot and subsequent votes will be held with the remaining candidates until the number of candidates equals the number of positions available. All candidates who receive zero votes on the first ballot will be removed from all subsequent ballots.

c. In voting for Independent Directors, the names of all candidates will be placed on the ballot. Voters will mark the number of candidates to be elected. In the case of a tie for an Independent Director position, those with a clear majority will be declared elected and their names removed from the ballot. Successive ballots will be used until all positions have been filled.

**MOTION** **It was moved, seconded (Carr, Leger) and carried that Section 68 of the bylaws be inserted as follows:**

Acting Chair – Prior to the AGM, the Board will select an Acting Chair to preside over the first meeting of the Board where the Chair is elected.

**MOTION** **It was moved, seconded (Carr, Leger) and carried that Section 74 of the bylaws be amended as follows:**

Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. The respective duties and authorities of the Board and the Chief Executive Officer are described in the Board Policy Manual with the exception of budget approval which shall not be delegated.

Angus Carr suggested the Governance Committee review Section 45 and that all by-laws be reviewed for equity and inclusion, particularly language around gender.

**10. Election of Independent Directors**

Angus Carr raised a point of order asking if there is a phase-in provision in the by-laws to address what will happen to the current Board Chair now that the by-laws have been changed to eliminate the position of Board Chair. Jennifer Tomlinson responded that the Board of Directors passed a motion on June 14, 2021, that will see the current Board Chair assume the position of Independent Director.

The Nominating Committee received eight confirmed nominations for Independent Director prior to the AGM. A call was made for additional nominations from the floor. No additional nominations were made**.**

There are four positions available for Independent Director, two male and two female. Each candidate was given three minutes to present. The order of presentations, determined in advance, was Brent McMurtry, Morgan Rogers, Derek Estabrook, Milaine Theriault, John Lofranco, Alexis Turgeon, Jo-Anne Wolach and Anton Scheier. Julie Beaulieu was appointed as scrutineer.

Jo-Anne Wolach, Morgan Rogers, Anton Scheier and Derek Estabrook were elected as directors-at-large to three-year terms.

**MOTION** **It was moved, seconded (Rideout, Bradford) and carried that the ballots be destroyed.**

The director representing the Division Chairs Council will be selected on June 23, 2021. It was agreed that Angus Carr would represent the Division Chairs Council in the first meeting of the new Board of Directors to take place immediately following the AGM.

Jennifer Tomlinson thanked outgoing Board members Patricia MacDonell and Jeff Sim.

**11. Location of 2021 AGM**

**DECISION** **It was decided that the 2022 AGM be hosted by XCSO and SFQ in Ottaway-Gatineau.**

Jennifer Tomlinson shared that an in-person meeting of members is tentatively planned for September 23-25, 2021 in Canmore AB.

**12. Adjournment**

**MOTION** **It was moved, seconded (Carr, Huybers) and carried that the 2021 AGM be adjourned.**