



DRAFT

ONTARIO ROWING ASSOCIATION
MINUTES OF THE ANNUAL GENERAL MEETING – November 25, 2017
Mississauga, Ontario

1. CALL TO ORDER

Chris Waddell – ORA President called the meeting to order at 8:15 AM. A moment of silence was held in respect of Ontario rowing personnel and supporters who passed away this past year.

2. QUORUM, MAJORITY, APPOINTMENT OF SCRUTINEERS

Chris Waddell reported that a quorum existed, and that with 53 of 64 voting members in attendance or by proxy, a majority will be 27 votes. Lynda Dundas of Don Rowing Club and Dean Hay of North Bay Rowing Club were appointed as Scrutineers.

3. APPROVAL OF THE AGENDA

The agenda was amended to add the item - RCA Rules of Racing proposed amendments.

MOTION: That the Agenda be approved as amended.
Schweinbenz-Director/ Barkwell-Director - CARRIED

4. APPROVAL OF MINUTES – 2016 ANNUAL GENERAL MEETING

The minutes of the 2016 Annual General Meeting of the Association were reviewed.

MOTION: That the minutes of the ORA AGM 2016 be approved as presented.
St. Catharines RC/Hanlan BC - CARRIED

5. PRESIDENT'S ADDRESS

Chris Waddell provided a summary of his report which was circulated in the 2017 Annual Report.

6. PROPOSED BY-LAW AMENDMENTS

Chris Waddell and Judy Sutcliffe provided an overview of the reason for the change from the 2014 Constitution to the restructured 2017 By-laws. The motions before the members were divided into those that transfer whole sections from the 2014 Constitution to the 2017 By-laws, those that add sections as required by new Ontario government legislation, those that consist of minor changes from the Constitution to the By-law and those that include major changes.

MOTION: That the Association update its governance documents to comply with new legislation by replacing the 2014 Constitution with By-laws.
Hanlan BC/CSSRA – CARRIED

MOTION: To approve the change in reference numbers in the new By-laws as outlined in the table below.
London RS/Ottawa RC – CARRIED

New By-law Section	2014 Constitution section number	Comment
1.01 – Purpose	1.0	No change
1.02 – Objectives of the ORA	4 (A – F)	No change
1.03 – Definitions	5.0	Updated definitions as required to ensure the proper terms were defined
1.06 – Seal	3.0	No change
1.07 – Head Office	2.0	No change
2.02 – Governance Committee	15 (c)	No change
2.03 – Other Candidates	15 (d)	No change
2.04 – Vacancies	11 & 12	No change
2.07 – Committees	19	No change
3.02 – Regular Meetings - Board of Directors	14.2	No change
4.02 – Fiscal Year	18 (A)	No change
4.03 – Auditor	18 (e)	No change
4.04 – Special Assessments	18 (f)	No change
7.01 – Conflict of Interest	13	No change
8.06 – In Good standing	6 (c)	No change
8.08 – Disciplinary Action of Termination of Membership	22	No change
9.02 – Special Meetings	14 (b)	No change
9.07 – Proxies	15 (a)	No change
12.01 – Amendments to By-laws	23	No change

MOTION: To approve additions to the By-laws that were not included in the 2014 Constitution but are included in the Act and the Act's Default Bylaws.
CORA/St. Catharines RC – CARRIED

Additions - 2017 By-law	Rationale for Proposed Change
1.04 Interpretation	- Required by the Act
1.05 Severability and Precedence	- Required by the Act
2.05 Filling Vacancies	- Updated as required by the Act
2.08 Remuneration of Directors	- Required by the Act
3.01 Call of Meeting	- Defines who can call a Board meeting, allowing any two Directors to do so, or the President
3.03 Notice	- Defines requirement for Notice of Board meeting – Seven days' notice or if all present, then no notice required
3.04 President	- Defines who presides at Board meetings
3.05 Voting	- Defines how voting is to be conducted at a Board meeting; if tie, the motion is defeated (not currently defined)
3.06 Participation	- Defines how a Director may participate in a Board meeting, allowing conference calls (not currently defined)
3.07 Written Resolutions	- Permits written resolutions; allowing a resolution signed by all directors to have the same effect as if they had had a meeting and passed a resolution (not currently defined)
6.03 Directors' and Officers' Liability Insurance	- Permits the Board to purchase D&O insurance as required, if in the event RCA no longer provides that policy or the Board determines the RCA policy is inadequate
8.04 Representatives	- Defines the process for the Association to determine who the representative is from each Member Club and the role of said representative (not currently defined) and permits anyone to attend the annual members' meetings. Ensures the Association has up to date contact details on the Member Clubs.
9.01 Meeting of Member Clubs	- Added requirement that the financial statements and auditor's report be available to Member Clubs 21 days in advance of the annual meeting – Required by the Act.
9.03 Notice	- Defines the requirements of Notice of Member Meetings (not previously defined) of 50 days and required by the Act to define.
9.05 Chair of the Meeting	- Defines who presides over the Meeting of Member Clubs (not previously defined) – if President absent, then another Director. If all Directors decline, then Member Clubs shall select who chairs the meeting.

Additions - 2017 By-law	Rationale for Proposed Change
9.06 Voting of Member Club	- Process clarified – required by the Act, allowing for show of hands or secret ballot or recorded vote; specifying that a tie vote is a motion lost
9.08 Adjournment	- Required by the Act (not previously defined)
10.01 Service	- Required by the Act – (not previously defined) how members are notified that a meeting will be called
10.02 Computation of Time	- Required by the Act – specifying calendar days
10.03 Error or Omission in Giving Notice	- Required by the Act – (not previously defined) does not invalidate a meeting
11.01 Dissolution	- Required by the Act – (not previously defined) to distribute the assets to organization(s) that promote the sport of rowing

MOTION: To accept the minor changes in the 2017 By-law as presented.
St. Catharines RC/Ridley Graduate BC – CARRIED

MINOR CHANGES		
2014 Constitution	2017 By-law	Summary of Proposed Changes
8.0 Districts	n/a	Removed reference to Districts
10.0 Power of the Board	2.06 Powers of the Board	Added items to this section not originally in the 2014 Constitution which should be. Items that are proposed to be added to the powers of the Board are (f) approve annual budget, (g) receive donations, (h) Spend money, (i) borrow money, (m) acquire assets, (n) enter a trust agreement, (o) perform any other duties in the best interests of the Association
17.0 Duties of the Officers	5.03 – 5.06 and Schedule A, B, C	Strengthened and better defined the roles of the officer positions in the new governance model.
25.0 Indemnification	6.01 & 6.02	Strengthen wording of the policies to protect the Officers and Directors of the Association

MOTION: To approve the removal of probationary membership in the 2017 By-laws.
Brock University/Muskoka RC – CARRIED

MOTION: To approve section 8.03 (a) and 8.05 of the proposed 2017 By-laws.
St. Catharines RC/Don RC – CARRIED

2014 Constitution	2017 By-law	Change
6.0 Membership	8.03 Member Clubs (a) and portion of 8.05	<ol style="list-style-type: none"> 1. Added a club yearly application process 2. Outlines that club membership is not transferable from one member to another 3. 8.05 defines when membership expires

MOTION: To approve section 2.07 (d) of the proposed By-laws (Motion #9)
Barrie RC/London RC – CARRIED (Recorded Vote – results attached)

2014 Constitution	2017 By-law	Change
7.0 Fees (B) Participant fees	2.07 d) Committees	To set policy that the Board of Directors will establish a Membership Fee Advisory Committee

MOTION: To approve section 2.06 (e) of the proposed By-laws relating to Member fees (Motion #7).
Brock University/Hanlan BC – CARRIED (Recorded Vote – results attached)

2014 Constitution	2017 By-law	Change
7.0 Fees (A) Membership fees	2.06 e) Powers of the Board	Transfer the responsibility of setting membership fees from the Membership to the Board of Directors.

MOTION: To approve section 2.06 (e) of the proposed By-laws relating to registered participant fees. (Motion #8)
St. Catharines RC/London RS – CARRIED (Recorded Vote – results attached)

2014 Constitution	2017 By-law	Change
7.0 Fees (B) Participant fees	2.06 e) Powers of the Board	Transfer the responsibility of setting Registered Participant fees from the Membership to the Board of Directors

MOTION: To approve section 2.01 of the proposed By-laws.
Ottawa RC/St. Catharines RC – CARRIED

2014 Constitution	2017 By-law	Change
9.0 Board of Directors	2.01 Directors	Added that Directors may be eligible for election for up to a maximum of three consecutive terms but if required may be appointed after a break.

MOTION: Amend section 9.04 of the By-laws to increase the quorum number to 30, which includes the seven (7) Directors.
Brock University/Ontario Adventure Rowing – CARRIED

MOTION: To approve section 9.04 of the proposed By-laws, as amended.
Ottawa RC/Barrie RC – CARRIED

2014 Constitution	2017 By-law	Change
14.0 Meetings	9.04 Quorum at Meeting of Member Clubs	Changed quorum from half of the member clubs to 30 , which includes the Directors (7)

MOTION: To approve section 5.01 of the proposed By-laws.
Hanlan BC/Durham RC – CARRIED

2014 Constitution	2017 By-law	Change
15.0 Elections	5.01 Officers	Changes how Officers get elected – Membership votes for 7 Directors (in 2.01) however the Board elects the President and appoints the Secretary and Treasurer

MOTION: To approve section 5.02 of the proposed By-laws.
Muskoka RC/ Leander BC – CARRIED

2014 Constitution	2017 By-law	Change
15.0 Elections	5.02 Office Held at Board's Discretion	Allows the Board of Directors to remove an officer from their position

MOTION: To approve section 5.07 of the proposed By-laws.
London RS/Barrie RC – CARRIED

2014 Constitution	2017 By-law	Change
Nil	5.07 Transition	Identifies how the transition process will be managed if the election of officers is changed

MOTION: To approve section 8.07 of the proposed By-laws.
Severn River RC/Ridley Graduate BC – CARRIED

2014 Constitution	2017 By-law	Change
nil	8.07 Obligations	Clarifies that Member Clubs will comply with ORA's bylaws, Letters Patent and rules, policies and regulations.

7. ANNUAL REPORT

Annual Report

Andrew Backer presented the Annual Report. His report included:

- New Board approved 2017-2020 *Leading Change Inspiring Excellence* Strategic Plan and the overarching goals of the new plan - Strengthen the operations of the organization; Improve the Association's governance; Modernize ROWONTARIO's business model.
- Highlights and "lowlights" from 2017
- Goals for 2017/18:
 - Develop Board Governance Manual – following the new By-laws
 - Update operational policies – align with best practices for not-for-profits
 - Establish a long-term financial model/plan
 - Establish a long-term communication strategy
 - Develop club resources for athlete development programs at the L2T, T2T and T2C stages of the athlete pathway
 - Launch a new High-Performance plan/program
 - Prepare a 2021 Team Ontario identification plan
 - Develop an implementation plan for mandatory coach certification
 - Launch Phase 2 of the Remote Coach Network Project
 - Deliver the Umpire Training Conference
 - Develop a standardized umpire reimbursement policy
 - Launch a revitalized ROWONTARIO Championships and ROWONTARIO Masters Championships
 - Develop new ROWONTARIO property events

8. FINANCIALS

8.1 2016/17 Audited Financials

Barkwell noted that there are several levels of reviews of the finances of the Association: the Finance Committee, the Board and the auditors. He reviewed the financial statements and the year to date financial report, and the "clean" audit opinion. He reported that internally designated funds with the exception of the Claude Saunders Fund, have been consolidated, to align with direction from the Ministry of Tourism, Culture and Sport.

MOTION: To accept the 2016/17 ROWONTARIO audited financial statements as presented.
CSSRA/London RS – CARRIED

8.2 Appointment of Auditors

MOTION: To appoint Grant Thornton for the auditors for one more year for the year ending March 31, 2018.
London RS/North Bay RC – CARRIED

MOTION: To authorize the Board to undertake an RFP process to hire auditors for the next fixed term period.
Durham/Ridley Graduate BC – CARRIED

8.3 2017/18 – 2nd Quarter Financial Statements (ending Sep 30th, 2017)

Backer reviewed the Year to Date and Fiscal Year-End projections for the 2017/18 fiscal year. The Association is projecting a deficit of about \$63,649 compared to the budgeted deficit of \$231,000. Backer explained to members that the deficit would be covered by reserves.

MOTION: To accept the financial report for the year to date (Sep 30, 2017) and FYE projections as presented.
CSSRA/Owen Sound RC – CARRIED

9. ELECTION OF DIRECTORS

The slate of three Directors, Pippa Hobbes, Jurgen Schubert, and Judy Sutcliffe were acclaimed and will join the Board of Directors with Chris Waddell – President, Margy Braga – Director, Anthony Miller – Director and Amanda Schweinbenz – Director.

10. ROWING CANADA – NATIONAL TRAINING CENTRE

Phil Monckton spoke to his proposed motion. Highlights included:

- The comparison between the bodies of water (Elk Lake and Fanshawe Lake).
- The concern that RCA may not have done due diligence before making the decision to move the London Training Centre (LTC) staff and athletes to Victoria B.C.
- The scope of work for the “environment scan” was not completed yet, nor has a contractor been hired to conduct such a scan, but the promise was that the scan will be completed by the end of 2017.

Other discussion:

- RCA’s rationale for the move west was to allow rowers to row 365 days a year – experts advised that research shows that it is not necessary to row 365 days a year; in fact top performing nations do not use this approach.
- Concerns raised that this decision was not just a decision against London, but also rowing in Ontario.

MOTION: That the ROWONTARIO President be directed to move at the RCA annual meeting: “That RCA continue to fully support and operate the London National Team Training Centre until a Long Term Strategic Plan, which addresses national team athlete training centres, has been reviewed by the membership and approved by the RCA Board. This Strategic Plan should take into consideration input from the environmental scan to be commissioned and conducted by RCA.

Toronto Sculling Club/London RS – CARRIED

11. RCA RULES OF RACING – Proposed amendments

Tom Blacquiere of CSSRA, raised concerned about RCA’s proposed change to Rule 2.10, re: LTW rowing, to remove LTW rowing for U19 athletes. He acknowledged that there are abuses, with junior rowers engaging in unsafe weight loss practices, but argued that removing U19 LTW rowing from the Rules was not the way to address such abuses. He reported the need to work with other stakeholders to protect athletes who are being abused, and to provide safe options for unmonitored athletes regarding safe weight loss. CSSRA is opposed to the proposed Rule as it is worded in the Rules consultation document and requested that the ROWONTARIO President be directed to vote against adding such a Rule at the RCA Semi-Annual meeting.

MOTION: That the ROWONTARIO membership direct the President of ROWONTARIO to vote against the proposed change to the RCA Rules of Racing that would prohibit LTW rowing for U19 athletes.

CSSRA/Brock University – CARRIED

12. 2018 Annual General Meeting

Backer indicated that the 2018 ROWONTARIO Annual General Meeting will be Saturday November 24th, 2018. Location to be determined.

13. ADJOURNMENT

MOTION: To adjourn the meeting at 10:38 am.

Brock University/Owen Sound RC – CARRIED

Judy Sutcliffe
Secretary

2017 ROWONTARIO Annual General Meeting – Attendance and Recorded Votes – November 25, 2017

CLUB/ORG	Voting Delegate	Proxy Delegate	Recorded Vote – Motion 7	Recorded Vote – Motion 8	Recorded Vote – Motion 9
Director – Barkwell	George Barkwell		In Favour	In Favour	In Favour
Director – Braga	Margy Braga		In Favour	In Favour	In Favour
Director – Miller	Tony Miller		In Favour	In Favour	In Favour
Director – Schubert	Jurgen Schubert		In Favour	In Favour	In Favour
Director – Schweinbenz	Amanda Schweinbenz		In Favour	In Favour	In Favour
Director – Sutcliffe	Judy Sutcliffe		In Favour	In Favour	In Favour
Director - Waddell	Christopher Waddell		In Favour	In Favour	In Favour
Argonaut RC	Judy Sutcliffe		In Favour	In Favour	In Favour
Barrie RC	Cheryl Arends		In Favour	In Favour	In Favour
Brock University Rowing	Peter Somerwil		Against	Against	In favour
Brockville RC		Amanda Schweinbenz	In Favour	In Favour	In Favour
Collingwood RC		Jurgen Schubert	In Favour	In Favour	In Favour
Canadian Henley Rowing Corporation	Kristen Rogers		Against	Against	In favour
Canadian Indoor Rowing Assoc.	Susan Kitchen		Arrived after the votes		
Canadian Secondary Schools Rowing Assoc.	Tom Blacquiere		Against	Against	Against
Central Ontario Rowing Assoc.	Stephen Ross		In Favour	In Favour	In Favour
Dominion Day Regatta Assoc.	Judy Sutcliffe		In Favour	In Favour	In Favour
Don RC	Lynda Dundas		In Favour	In Favour	In Favour
Durham RC	Nick Vanfoort		Against	Against	In Favour
Georgian Bay RC	Doug Rourke		In Favour	In Favour	In Favour
Guelph RC	Isobelle Gray		In Favour	In Favour	In Favour
Hanlan BC	Nick Matthews		In Favour	In Favour	In Favour
Havergal RC	Manny Azarcon		In Favour	In Favour	In Favour
Island Lake RC	Bill Stone		In Favour	In Favour	In Favour
Kingston RC	Ian McFarlane		In Favour	In Favour	In Favour

CLUB/ORG	Voting Delegate	Proxy Delegate	Recorded Vote – Motion 7	Recorded Vote – Motion 8	Recorded Vote – Motion 9
Leander BC	Jake Thomasen		In Favour	In Favour	In Favour
London RC	Peter Stiles		In Favour	In Favour	In Favour
London Rowing Society	Volker Nolte		In Favour	In Favour	In Favour
Middlesex-Western RC	Stephen Ross		In Favour	In Favour	In Favour
Muskoka RC	Cindy Rusak		In Favour	In Favour	In Favour
Niagara Falls RC	Wernher Verbraeken		Against	Against	In Favour
Niagara Rowing School	Rejeanne Appelman		Arrived after the votes		
North Bay RC	Dean Hay		In Favour	In Favour	In Favour
Notre Dame RC	Monica Barkwell		In Favour	In Favour	In Favour
Ontario Adventure Rowing Assoc.	Richard Vincent		In Favour	In Favour	In Favour
Orillia RC	Mary Martin		Against	Against	In Favour
Ottawa New Edinburgh Club	Richard Vincent		In Favour	In Favour	In Favour
Ottawa RC	Peter Thompson		In Favour	In Favour	In Favour
Owen Sound RC	Norm Bell		In Favour	In Favour	In Favour
Peterborough RC	Brian Love		In Favour	In Favour	In Favour
Quinte RC	Not eligible to vote		n/a	n/a	n/a
Ridley Graduate BC	Monika Seymour		In Favour	In Favour	In Favour
Royal Canadian Henley Regatta Joint Commission		CSSRA	Against	Against	In Favour
Severn River RC	Jeremy Rand		In Favour	In Favour	In Favour
South Niagara RC	Helen Taylor		In Favour	In Favour	In Favour
St. Catharines RC	Michelle Kerr		Against	Against	In Favour
St. Catharines World Rowing	Kristen Rogers		Against	Against	In Favour
Sudbury RC	Amanda Schweinbenz		In Favour	In Favour	In Favour
Thunder Bay RC	Not eligible to vote		n/a	n/a	n/a
Toronto Sculling Club	Phil Monckton		In Favour	In Favour	In Favour

CLUB/ORG	Voting Delegate	Proxy Delegate	Recorded Vote – Motion 7	Recorded Vote – Motion 8	Recorded Vote – Motion 9
Trenton Rowing and Paddling Club	Not in attendance		n/a	n/a	n/a
University of Toronto RC		Chris Waddell	In Favour	In Favour	In Favour
UWO BC	Matt Waddell		In Favour	In Favour	In Favour
Upper Canada College School RC	Jurgen Schubert		In Favour	In Favour	In Favour
Welland Recreational Canal Corp.	Richard Dalton		In Favour	In Favour	In Favour
Wellington Sculling Club	Greg Kitching		In Favour	In Favour	In Favour
			42 In Favour 9 Against	42 In Favour 9 Against	50 In Favour 1 Against

46 Member Organizations + 7 Board Members = 53 votes