



Board of Directors Meeting

October 29, 2017
Minutes

Present:

President	Chris Waddell (phone)
Secretary	Judy Sutcliffe
Director	Margy Braga
Director	Jurgen Schubert
Executive Director	Andrew Backer
Director	Tony Miller (phone)
Director	Amanda Schweinbenz (phone)
Regrets	
Treasurer	George Barkwell

1. Call to Order

Waddell called the meeting to order at 6:04 PM.

2. Motion to approve agenda

MOTION: (Miller/Braga) "To approve the agenda as presented"
CARRIED

3. Minutes of Previous Meetings

MOTION: (Miller/Schubert) "Motion to approve the minutes of April 29, 2017 as read"
CARRIED

MOTION: (Braga/Schubert) "Motion to approve the minutes of May 11, 2017 as read"
CARRIED

MOTION: (Braga/Schubert) "Motion to approve the minutes August 22, 2017 as read"
CARRIED

MOTION: (Miller/Schubert) "Motion to approve the minutes October 5, 2017 as read"
CARRIED

4. ROWONTARIO By-laws

Backer described that ROWONTARIO presently has two governance documents: the 1985 Letters Patent and the 2014 Constitution (first approved in 1989 and updated at 14 Annual Meetings of the members, in the interim). Consistent with modern governance practices for not-for-profits, the Ontario Not-for-Profit Corporations Act, the Ontario Corporations Act, Ministry expectations and the Association's recently approved Strategic Plan, the Association proposes to replace the Constitution with By-laws.

To undertake this process, Backer completed an internal review, then retained a lawyer specializing in not for profit governance, who drafted the By-laws. These By-laws were then reviewed by the Governance Committee that met twice and reviewed several drafts as they provided input to the revisions.

Backer described that there were four types of changes that took place in transition from the Constitution to the By-laws. These were: (1) additions (required by the Act), (2) Minor changes, (3) Major changes and (4) no Changes from the 2014 Constitution. Each of these types of changes were dealt with in separate motions. The Board:

MOVED: (Schubert/Schweinbenz) "That the Association update its governance documents to comply with new legislation by replacing the 2014 Constitution with By-laws."

CARRIED

To address the additions to the By-laws required by the Act, the Board:

MOVED: (Schweinbenz/Braga) "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 By-laws"

CARRIED

To address minor changes from the 2014 Constitution to the By-laws, the Board:

MOVED: (Schubert/Miller) "To approve the minor changes in the 2017 By-law as presented"

CARRIED

To address major changes from the 2014 Constitution to the By-laws, the Board:

MOVED: (Miller/Braga) "Not to include probationary membership in the 2017 By-laws"

CARRIED

MOVED: (Schubert/Miller) "To approve the addition of section 8.03 (a), (application for membership), and 8.05, (membership terminates

annually), to the proposed By-laws”

CARRIED

MOVED: (Miller/Schweinbenz) "To approve the addition of section 2.06 (e) (setting of Member Fees) to the proposed By-laws”

CARRIED

MOVED: (Sutcliffe/Schubert) "To approve the addition of section 2.06 (e) (setting registered participant fees), to the proposed By-laws”

CARRIED

MOVED: (Schweinbenz/Miller) "To add to section 2.01, the following: “In the event that a director, who has already served two or more terms (that is, more than six years), is elected at the 2017 AGM, s/he is eligible to serve only for the two-year term to which s/he has been elected in the 2017 AGM”

CARRIED

MOVED: (Schweinbenz/Braga) "To approve section 2.01, as amended, (Directors’ term limits), to the proposed By-laws,”

CARRIED

MOVED: (Schubert/Waddell) "To approve the addition of section 9.04 (quorum) to the proposed By-laws,”

CARRIED

MOVED: (Waddell/Schweinbenz) "To approve the addition of section 5.01 (election of directors and officers) to the proposed By-laws,”

CARRIED

MOVED: (Waddell/Miller) "To approve the addition of section 5.02 (Office held at Board’s discretion) to the proposed By-laws,”

CARRIED

MOVED: (Miller/Braga) "To approve the addition of section 5.07 (respecting the Members' direction in the election of Officers through a transition period) to the proposed By-laws,"

CARRIED

MOVED: (Waddell/Schweinbenz) "To approve the addition of section 8.07 (obligations of Member clubs to comply with ORA's By-laws, letters patent, policies and regulations) to the proposed By-laws,"

CARRIED

MOVED: (Schubert/Waddell) "For those sections of the Constitution that did not change in the transfer to the By-laws, motion to approve the change in reference numbers in the By-laws as outlined in the accompanying document."

CARRIED

5. Human Resources Policies

As outlined in the Strategic Plan, Backer had undertaken a review of the ROWONTARIO Employee Policies and Procedures Manual. Since the last revision in 2014, many laws affecting human resources (HR) have changed. Backer engaged the services of an HR consultant, who reviewed and revised the document. The main changes that were drawn to the Board's attention pertained to the use of sick days, lieu time and the annual holiday office shutdown at year-end. All changes were tracked and explained within the document for the Board's review

MOTION: (Sutcliffe/Miller) "To approve the proposed changes to the management of lieu time and the closure of the office over the holidays."

CARRIED

MOTION: (Schubert/Waddell) "To approve the Employee Policies and Procedures Manual, as amended."

CARRIED

6. 2018-19 Club Membership Fees and Application process

As outlined in the By-laws, Backer proposed that commencing with the membership year April 1, 2018 to March 31st 2019, ROWONTARIO require clubs wishing to renew their ROWONTARIO club membership to complete a Membership Application Form and meet base requirements before their membership is approved. Club Membership invoices will no longer be issued to clubs automatically. Invoices will only be issued once a club has submitted their annual Membership Application form.

This new procedure is being implemented to ensure that all member clubs meet base requirements for club operations for the protection of both the club and ROWONTARIO; and that ROWONTARIO has up to date, contact

information for each club to facilitate more effective communication. It is also a Ministry requirement that the provincial association is held responsible for the actions of its member clubs.

The Board reviewed and discussed the proposed membership policy.

MOTION: (Waddell/Miller) "To approve the policy, as amended, that clubs must submit an annual application to become a member club of ROWONTARIO."

CARRIED

The Board reviewed the membership application form and made suggestions for its improvement.

7. Club fee structure

The Board discussed and determined not to increase club fees for 2018-19. The Board directed the Executive Director to review the membership structure for 2019-20.

8. Executive Director's Report

Backer reviewed highlights of his written report that had been submitted to the Board prior to the meeting. He will update the government filing of directors' names after the Annual General Meeting. The Ministry has advised that all PSOs must have and comply with six new policies by April 2018. These policies are—inclusion, anti-doping, a parent code of conduct, confidentiality, social media and screening. Backer noted in particular that the Association must develop policies on coach and umpire registration and certification, and he advised that these will be drafted for Board review between now and the AGM, as the Member Clubs will need to be advised of the policies' requirements.

Backer updated the Board on the assessment that had been conducted by the Ministry, of the Association's OASF application, and the results. He also reviewed membership numbers which are showing a downward trend from 2013, with a 38% reduction in Sport rowers over that time and a 12% reduction in Competitive rowers.

Backer reported that RCA's registration system is on track to be implemented in the coming year, in stages. It will take two years to be fully operational and some indoor regattas and some regattas in BC will not be included on this registration system.

On the topic of the unpaid HST, Backer advised that the auditors (Grant Thornton) have contacted him and a meeting is scheduled in the coming week to get started on resolving this problem.

Backer provided a staffing update, and noted that he is at present under budget, and the proposed model originally presented in April has been modified to improve the service to be provided to members. He advised that he will make a report to the member clubs that will be included in the Annual Report.

MOTION: (Waddell/Miller) "To accept the Executive Director's report."

CARRIED

9. Q2 Financial Report

Backer reviewed the second quarter financial report. In response to a question, he indicated that the proposed deficit of \$66,000 will be covered by reserves, consistent with a message from the Ministry to draw down on some of the reserves.

MOTION: (Schubert/Braga) "To approve the Q2 Financial Report for presentation to Member Clubs at the AGM."

CARRIED

10. Outstanding Accounts Receivable

Of the five clubs with outstanding accounts, Backer reported that he has heard from three of them, and they are looking into the outstanding invoices or have requested a specified time to settle their accounts. This left two clubs from whom Backer has not heard.

MOTION: (Waddell/Miller) "To put Upper Canada Rowing Club and Upper Ottawa Valley Rowing Club, both of whom have outstanding invoices from 2016/17 or prior, in 'not in good standing' status effective October 31st, 2017 unless a payment plan to pay invoices has been approved by the Executive Director."

CARRIED

MOTION: (Waddell/Sutcliffe) "Member Clubs with invoices that are 31 days+ overdue as of 8:00 AM, November 25, 2017 will be placed 'not in good standing' status, and therefore will be ineligible to vote at the 2017 Annual General Meeting."

CARRIED

11. Q2 Operational Plan Report

The Board reviewed the report on the implementation of the Strategic Plan that Backer had provided, and asked questions about RCA membership registration fees, and also how universities fit into the new membership structure. It is understood that universities will continue to pay a flat fee, and this information needs to be communicated clearly.

12. ROWONTARIO AGM Preparation

The Board reviewed the proposed agenda for the AGM and requested that the By-laws approval be dealt with early in the agenda, to take effect immediately. Backer advised that he has had a request from Phil Monckton of Toronto Sculling Club to add to the agenda, the decision by RCA to consolidate all national team training in one national training centre, Victoria. This means the loss of the London Training Centre. The Board agreed that Waddell should contact Monckton and determine what was his desired outcome of a discussion at the AGM.

Waddell discussed with the Board the response by RCA to specific questions that he had posed to RCA's CEO about the move of the national team.

The Board agreed to hold an information session at 7:00 AM on Saturday morning to review the proposed changes to the By-laws, prior to the AGM, to facilitate discussion. Additionally, the Board requested that there be a session for coaches scheduled from 8:30 to 10:00 AM Saturday, in the same time slot as the AGM.

13. RCA – PAC

Waddell reviewed the notes he had circulated to the Board on the recent Provincial Advisory Council conference call.

14. Next meeting

The Board will need to have one more Conference call prior to the Annual General Meeting to approve proposed umpire and coach registration and certification policies. The date of this meeting will be determined within the next few days.

The Board agreed to meet at 8:30 AM to 12:00 PM on Sunday November 26, 2017 in Toronto (Delta Airport Hotel).

15. Adjournment

MOTION: (Braga/Schubert) "To terminate the meeting 9:31 PM"
CARRIED

Judy Sutcliffe
Secretary