



Board of Directors Meeting

ROWONTARIO Office

Toronto, ON

October 14, 2018

Minutes

Present:

President	Chris Waddell
Treasurer	Pippa Hobbes
Secretary	Judy Sutcliffe
Director	Jurgen Schubert
Director	Margy Braga (phone)
Director	Amanda Schweinbenz (phone)
Executive Director	Andrew Backer
Absent:	
Director	Tony Miller

1. Call to Order and Agenda Approval

Waddell called the meeting to order at 9:07 AM.

MOTION: To approve the agenda as presented.
Schubert/Sutcliffe- CARRIED

2. Minutes of Previous meeting

MOTION: To approve the minutes of July 17, 2018 as read.
Schubert/Sutcliffe - CARRIED

3. Action list

The Board reviewed the action item listed. Two action items remain outstanding and the Board is tracking.

4. Operating Policy

Conflict of Interest Policy

The Board considered the draft Conflict of Interest Policy and asked questions related to umpires and if they were included in this policy as the wording was unclear. Not knowing if RCA has a policy to cover umpires or not, the Board recommended approving this policy in

principle and task the staff to come back with a revised recommendation once research is completed.

MOTION: To approve the Conflict of Interest Policy in principle.
Schubert/Hobbes - CARRIED

Action: Backer to confirm if RCA has a conflict of interest policy that all umpires are bound to, and if not, determine how best to include umpires into ROWONTARIO's Conflict of Interest policy and present revisions to the Board by January 2019.

As part of deliberations the Board agreed that

- any Director related conflicts would be managed by the Board.
- sitting on a Club Board and the Provincial Board is permissible and that conflict or preserved conflict that arises will be dealt with on a case by case basis. Rationale: Not allowing Club Board members to serve on the Provincial Board would limit potentially strong candidates.
- sitting on the Rowing Canada Board and the ROWONTARIO Board at the same time would be a conflict of interest.

Health and Safety Policy

The Board considered the draft Health and Safety Policy and asked that some wording be changed near the end of the document to make it more grammatical.

MOTION: To approve the Health and Safety Policy as amended.
Schubert/Hobbes – CARRIED

Workplace Harassment Policy and Program

The Board considered the draft Workplace Harassment Policy and Program and asked that some wording be changed near the end of the document to make it more grammatical.

MOTION: To approve the Workplace Harassment Policy and Program as amended.
Hobbes/Braga - CARRIED

Workplace Violence Prevention Policy

The Board considered the draft Workplace Violence Prevention Policy and asked that the definition of the Management Team be added to the HR Manual introductory / overview section.

MOTION: To approve the Workplace Violence Prevention Policy as amended.
Schubert/Hobbes – CARRIED

Purchasing Policy

The Board considered the revised Purchasing Policy that has had the authorities for financial

approval removed as they are now in the Governance Manual.

MOTION: To approve the Purchasing Policy as amended.
Waddell/Hobbes - CARRIED

5. Governance

5.1 ROWONTARIO Governance Manual

The ROWONTARIO Governance Manual was introduced for approval. Each section was reviewed.

MOTION: To approve the Governance Manual as presented.
Sutcliffe/Schubert - CARRIED

5.2 ROWONTARIO By-laws

The Association By-laws were amended to add section 2.02 that included the basic eligibility criteria that prospective Board members must meet to be a member of the ROWONTARIO Board.

MOTION: To approve the new By-law section 2.02 on Eligibility Criteria
Schubert/Sutcliffe - CARRIED

5.3 Membership Fees Advisory Committee

The Board considered the Terms of Reference for the Membership Fee Advisory Committee and made amendments to clarify the section under Composition.

MOTION: To approve the Terms of Reference of the Membership Fee Advisory Committee as amended.
Hobbes/Waddell - CARRIED

5.4 Governance Committee Proposal

Sutcliffe presented the recommendations from the Governance Committee. These included seeking Board direction to develop processes around (a) Board orientation, (b) succession planning, (c) new director mentorship process, (d) a timeline for the board recruitment process in 2019, and (e) a Board evaluation process.

The Board asked that the Governance Committee move forward on some processes and return to the Board for approval of other processes.

MOTION: To task the Governance Committee to implement the recommendations for (a) and (d) and provide the Board with more detailed proposals for (b), (c) and (e).
Waddell/Sutcliffe – CARRIED

6. Second Quarter Report

6.1 2018-19 ROWONTARIO Operational Plan – Q2 report

Backer reviewed the Association's Q2 operational plan. He highlighted the areas where work is delayed, rationale for delays and where there needs to be further discussion. There was discussion about ROWONTARIO's operational involvement in the National U21 team in 2019 and beyond and left for Backer to make final call.

6.2 Q2 Financial Report

Backer reviewed the Q2 Financial Report, that is projecting a \$60,000 net loss by FY end. It was reported that the Association is working to reduce the surplus as per direction from the Ministry.

MOTION: To approve the second quarter financial report.
Hobbes/Schubert - CARRIED

6.3 Executive Director Q2 Report

Backer highlighted key elements in his written report. Backer also reported that RCA would be attending the ROWONTARIO Conference on December 1st, 2018 to do a 60-minute presentation on RegattaCentral. This session would be free for all members to attend and will be held just before the ROWONTARIO Awards.

Backer also highlighted the on-going concerns about RegattaCentral and funding reporting to balance funds transferred. The staff are continuing to provide information to RCA and RegattaCentral so that this issue is resolved in a suitable fashion for all regatta organizer.

Backer and Andrea Miller are currently working with Rowing BC on common concerns and issues, with a heavy focus right now on regatta sanctioning and working to get clear direction from RCA on what role they expect the PRAs to play in sanctioning. The goal is to get this resolved before entering into next regatta sanctioning season.

7. Branding & Website Proposal

The Board considered a proposal to rebrand the organization and update the current ROWONTARIO website. While there were reservations about embarking on a rebranding project that could cost between \$7,500 - \$10,000, the Board was fully supportive for staff to embark on a website development project. The Board recognized the limitations and inefficiencies of the current website and identified with the need for the organization to invest in its public image.

Action: Backer and staff to go through process to define what we need for the website and then go through an RFP for a new website. Target to launch new website by April 2019.

8. Long-term financial planning

Backer presented a first draft of a three-year financial projection, ending F2021. The Board asked if the financial projection document could include F2022 so that the full Canada Summer Games quadrennial is included. The Board suggested to Hobbes and Backer that this document might be valuable to share with the Membership Fee Advisory Committee in January. The Board also agreed to have more detailed and further discussions around this document once the updated version is submitted.

Action: Executive Director to complete the financial projections for the 4th year (2021-22) in time for the December post-AGM meeting.

Sutcliffe presented a report from the Umpire Committee recommending that the \$25 Umpire registration fee be removed in 2019, and that a revenue source be generated to cover all the costs of the Umpire Committee, that would permit umpires to attend the annual Umpire Training Conference, plus refresher seminars and the costs of evaluation, without paying a fee, and that consideration be given to compensating umpires for their time and out-of-pocket expenses. This would begin to put Ontario-based RCA Umpires on a par with British Columbia-based RCA Umpires. After a lengthy discussion about the pros and cons of such a decision, Backer agreed to develop a series of recommendations and present back to the Board.

Action: Backer to develop two to three options related to umpire revenues and expenses and present back to the Board at the December meeting.

9. In camera session

MOTION: To go in camera – 3:26pm
Waddell/Sutcliffe – CARRIED

MOTION: To exit in camera – 3:30pm
Waddell/Sutcliffe – CARRIED

10. Next meeting

Backer reminded Board of their upcoming meetings, including Dec 2nd, 2018

11. Adjournment

MOTION: To terminate the meeting 3:30 PM.
Schubert/Braga – CARRIED

Judy Sutcliffe
Secretary