

Cross Country Alberta Society (CCA)
2019 Annual General Meeting
Saturday, June 22, 2019
Calgary, Alberta

1. Registration

Chris Reitz, Ptarmigan Nordic Ski Club
Tanya Reitz, Ptarmigan Nordic Ski Club
Jeff Pimm, Red Deer Nordic Ski Club
John Walton, Calgary Ski Club
Nick Khorin, Cross Country Alberta
Bogi Gyorfi, Cross Country Alberta
Anthony Killick, Foothills Nordic Ski Club
Jeanie Godfrey, Canmore Nordic Ski Club
Flora Giesbrecht, XC Brag Creek
Abraham George, Calgary Ski Club
Colin Norman, Foothills Nordic Ski Club

Jean Funk, Strathcona Wilderness Centre
Jane Cook, Foothills Nordic Ski Club
Chris Jeffries, Alberta World Cup Society
Lynn Bowers, Calgary Ski Club
Allison McArdle, Cross Country Alberta
Alasdair Fergusson, Calgary Ski Club
Ivan Babikov, Cross Country Alberta
Barbara May, Cross Country Alberta
Chris Hanstock, Edmonton Nordic Ski Club
Jo Wolach, Cross Country Alberta

2. Welcome

Call to order 11:34 am.

Jo Wolach opened the meeting by welcoming everyone to the 2019 AGM. She introduced the 2018 – 2019 Board of Directors and confirmed quorum.

3. Acceptance of Agenda


Flora Giesbrecht moved to accept the agenda. Seconded by Jane Cook. Carried.

4. Acceptance of 2018 AGM Minutes

Chris Jefferies moved to accept the 2018 AGM Minutes. Seconded by Chris Hanstock. Carried.

5. Business Arising from Minutes

5.1 Update on Motion from 2018 AGM regarding 3rd Party Review of Books and Records.

 Chris Reitz
Chair

Updated provided by Jo Wolach

Step 1 – Ian Reed (individual that has consulted on matters related to CCA Board Business) approached for his observation and his response read aloud (attached). His conclusion is that there appears to be no reason to review.

Step 2 lawyer Christine Hicks recommendation. If membership wants to review further take back to 2019 AGM for motion.

Step 3 Alberta Sport Connection (ASC) approached for their observation. Response was that documents were consistently received on time and no concern exists.

The members' concern that person(s) without signing authority had signed contracts has been resolved. Board must operate in compliance with bylaws. Jean Funk in attendance and is satisfied matter is resolved.

5.2 Special Resolution received by CCA April 9, 2019 regarding vetting candidates for board elections and terms for nomination committee to provide candidate qualifications to the membership. Update provided by Chris Reitz.

1. Vetting Board Members for 2019 AGM completed by a nominating committee struck according to the Bylaws of CCA (2015) and a slate of candidates with qualifications was circulated prior to the AGM.
2. Bylaw revision included in the Special Resolution tabled for 2019 AGM includes reform on the Nominating Committee as well as the change to restrict nominations from the floor. To be discussed in detail when Bylaw Revisions presented further down the Agenda.

5.3 Motion from 2018 AGM regarding Bylaw Review and New Bylaws – Chris Reitz

1. Presentation on Review process and significant findings (See attached review documents)
 - Update to the Board 18-Feb-2019
 - Update to the Board 26-Mar-2019
2. Special Resolution submitted to CCA Office April 22, 2019: Proposed Amendments to CCA Bylaws (Included)
 - Started with governance model to be approved per Article 5.5.2 of the Bylaws
 - Started with intent so that the development of language tended toward a structure that was agreed upon.

- Most obvious concern to reviewer was the detailed duties attached to named Director roles as well as specificity of the duties of the Sport Manager role.
- Discussion on governance model
 - Elected board are the Directors
 - Officers of society are specified in the Bylaws (Chair, Vice Chair and Treasurer) and form the Executive committee
 - Staff 'Org Chart' does not mirror current structure
 - Intent is that the model is 'illustrative' and not an org chart.
 - The ED is delegated position as specified in the Bylaws that is the senior staff person. An employee that reports to board
 - Board to delegate responsibilities to Executive Director
 - Next steps – articulating technical committee as standing committee
 - Recommendation to include representation from Officials in committee structure
 - Standing Committees represent a move towards succession planning and training
 - Elected Directors moving to Director at large – satisfy a competency matrix as opposed to looking for individuals to fill Director Job Descriptions
 - Discussion on Accountability – regardless of Director at large or Director with Portfolio, all Board Members are equally accountable per Provincial Legislation. If one board member is not doing their job it is the duty of the other Board Members (individually and collectively) to hold the organization accountable.
- Next Phase (assuming Bylaws are approved below) is to complete a Policy & Procedure review
- Presentation of Revised Bylaws

Chris Reitz presented the revised CCA bylaws for review and approval. Discussion was prefaced with the note the final document needed to be edited typos.

The following friendly amendments (*shown in italics*) were be made to the proposed bylaws and included in the motion for approval and adoption of the Bylaws:

3.24 A member club shall be deemed to be in good standing when the have registered their current annual membership on or before the 30th day of November in each year, or at such time as the Board from time to time direct.

- d. Marketing Report: Nick Khorin (as circulated)
- e. Event & Scheduling: Todd Wilson (as circulated)

7. Financial Report

Jo Wolach presented the April 30, 2019 Financial Statements as prepared by Doyle & Company. Discussion followed that the Member Audit had not been completed due to the timing of the financials and lack of an available volunteer.

Colin Norman moved that the Accountant Prepared CCA Financial Statements for the year ended April 30, 2019, as presented by Doyle and Company, be accepted as presented. Seconded by Chris Reitz. Carried.

Flora Giesbrecht moved that Doyle & Company be appointed as accountants of CCA for the year ended April 30, 2020. Seconded by John Walton. Carried.

John Walton moved that the Board of Directors of CCA appoint one member as auditor of the CCA for the years ended April 30, 2018 & April 30, 2019. Seconded by Lynn Bowes. Carried.

Colin Norman moved that once the member audit was completed, the CCA financial statements be circulated and approved by the members by September 20, 2019. Seconded by John Walton. Carried.

8. Budget Presentation

Bogi Gyorfı presented the 2019 – 2020 budget.

John Walton moved that the financial budget for the year ended April 30, 2020, as presented, be approved. Seconded by Colin Norman. Carried.

9. Election of New Officers

Jo Wolach, Chair of the Nominating Committee, presented a slate of approved, vetted candidates for the following positions:

Chair: Chris Reitz, 2-year term

Vice Chair: Bogi Gyorfı, 2-year term

Treasurer: Vacant, 1 year term

Human Resources: Vacant, 1 year term

Youth and Athlete Development: Anthony Killick, 2-year term

Leadership: Matt Saurette, 2-year term
Para Nordic: Idan Wolach, 2-year term

All candidates were vetted and approved by the nominating committee.

Discussion was held around the positions and responsibilities of the directors during the transition period to the new bylaws.

In accordance with the current bylaws, Jo Wolach held a call for nominations from the floor for all positions.

Jeannie Godfrey was nominated from the floor for the HR Director position.

The following candidates won by acclamation:

Chair: Chris Reitz, 2 year term

Vice Chair: Bogi Gyorfi, 2 year term

Human Resources: Jeannie Godfrey, 1 year term (Interim Election)

Youth and Athlete Development: Anthony Killick, 2 year term

Leadership: Matt Saurette, 2 year term

Para Nordic: Idan Wolach, 2 year term

Isobel (Issy) Hendry was appointed as Athlete Representative.

Agenda completed. AGM Adjourned at 2:38 pm