



**2017 ANNUAL GENERAL MEETING of the MEMBERS
CANADIAN SNOWBOARD FEDERATION / FEDERATION DE SURF DES NEIGES DU CANADA / (Canada Snowboard)**

MINUTES

Saturday, November 25th, 2017 - 13h30 EST / 10h30 PST via GoToWebinar

Confirmed Participants

PTSA Members	Voting Delegates	Observers
Alberta Snowboarding (AS)	Jeff Jarvis (President)	Stacey-Burke Hicks
BC Snowboard Association (BCSB)	Cathy Astofooroff (ED)	
Manitoba Snowboard (MS)	Steve Desjardins	
NWT Snowboard (NWTs)	Ollie Williams	
Snowboard Nova Scotia (SNS)	Kristin d'Eon	Andrew Hayes
Snowboard Ontario (SO)	Mike Nazwaski (President)	Janet Richter (ED)
Snowboard Yukon (SY)	Mary Binsted	
Snowboard PEI (SPEI)	Cathy Morrison	
Regrets		
Sask. Snowboard Assoc. (SSA)	Murray Ernst (ED)	
Absent		
NL Snowboard Association (NLS)		
Association Québec Snowboard (AQS)	Francois Carpentier (President)	
Not in Good Standing		
Snowboard New Brunswick (SNB)		

Canada Snowboard	
CS Board of Directors	CS Staff
Tyler King – Chairperson	Patrick Jarvis – Executive Director
Danny Buntain – Vice chairperson	Brendan Matthews* - Business Operations Director
Erin Wilkins - Secretary	Kam Loodu – Financial & Business Management Consultant
Timothy O'Brien	Dustin Heise* - Sport Dev Sr. Director
Mark Szepes	JF Rapatel* - Sport & High Performance Director
Regrets	
Jasey-Jay Anderson	
Bill Haines - Treasurer	
Ed Farrell	

Guests:

- Tyler Childs (Board nominee)
- Nigel Cooper (Board nominee)
- Kasandra Medlock (Board nominee)
- Daniel Farmer (Board nominee)
- Marcus Plottel (Board nominee)

MINUTES of a meeting of the Members (the "Members") held on November 25th, 2017, starting at the hour of 13h30 EST, of the Canadian Snowboard Federation (the "Corporation"), doing business as Canada Snowboard ("CS").

Agenda Items	Proceedings
Opening	<p>1. Call-to-order and Record of Attendance</p> <p>1.1 Welcome – CS Chairperson, Tyler King welcomed Members and Guests to the 2017 AGM.</p> <p>1.2 Call to Order – the Chairperson called the meeting to order at 13h32 EST / 10h32 PST.</p> <p>1.3 Record of Attendance - Roll call conducted to confirm Attendees (see confirmed participants list)</p> <p>2. Appointment of Recording Secretary and Agenda:</p> <p>MOTION: BE IT RESOLVED THAT Erin Wilkins serves as the recording secretary for the business of the AGM.</p> <p>Mover: NWTS (Ollie Williams) Seconder: BCSB (Cathy Astofooroff)</p> <p style="text-align: right;">CARRIED (Unanimous)</p> <p>2.1. Adoption of the Agenda:</p> <p>MOTION: BE IT RESOLVED THAT the Agenda for the 2017 AGM, as presented, be adopted.</p> <p>Mover: (BCSB) Cathy Astofooroff Seconder: SO (Mike Nazwaski)</p> <p style="text-align: right;">CARRIED (Unanimous)</p> <p>2.2 Language of Meeting:</p> <p>MOTION: BE IT RESOLVED THAT the meeting proceeds primarily in English but given to ensure understanding, translation in French may be requested and provided, at any time, for clarification of issue at hand.</p> <p>Mover: SO (Mike Nazwaski) Seconder: NWTS (Ollie Williams)</p> <p style="text-align: right;">CARRIED (Unanimous)</p> <p>3. Establishment of Quorum: Based on roll call, it was established that there are eight (8) voting members present out of a total of eleven (11) members in good standing. Given that, there is quorum as defined in By-laws with at least 1/3 of the member organizations present.</p> <p>3.1 Confirmation of Votes per Member</p> <p>MOTION: BE IT RESOLVED THAT the membership within each Canada Snowboard member and the corresponding votes based on that membership detailed in the table circulated and presented herein, be approved.</p> <p>Mover: AS (Jeff Jarvis) Seconder: NWTS (Ollie Williams)</p> <p style="text-align: right;">CARRIED (Unanimous)</p>

Representative	Members	Basic Votes	Additional Votes	Total Votes
BC Snowboard	807	2	4	6
Alberta Snowboarding	732	2	4	6
Sask. Snowboard	224	2	2	4
Manitoba Snowboard	144	2	2	4
Snowboard Ontario	667	2	4	6
Snowboard Québec	447	2	3	5
Snowboard NB	3	0	0	0
Nova Scotia	138	2	2	4
P.E.I.S.A.	19	2	0	2
N.L.S.A.	25	2	0	2
N.W.T. Boardsport	165	2	2	4
Snowboard Yukon	53	2	1	3
TOTALS	3424	22	24	46

4. Appointment of Scrutineers:

MOTION:

BE IT RESOLVED THAT, Kam Loodu, serve as the meeting scrutineer.

Clarification provided based on question raised: it is the PTSA President or the person named as Voting Delegate by the PTSA prior to the meeting, who is eligible to vote, as well the only ones eligible to Move and Second motions.

Mover: SO (Mike Nazwaski)

Seconder: MS (Steve Desjardins)

CARRIED (Unanimous)

Business of the Members

5. Declaration of Conflicts of Interest

None were declared at this time.

6. Adoption of Minutes of the previous Annual General Meeting

MOTION:

BE IT RESOLVED THAT the minutes from the previous Annual General Meeting, held on October 22, 2016, be approved as circulated and presented in the AGM meeting package.

Mover: BCSB (Cathy Astofooroff)

Seconder: AS (Jeff Jarvis)

CARRIED (Unanimous)

7. Board Reports/Year in Review

Board Committee Chairpersons commented on their Committee Reports that were circulated prior to the meeting.

- Governance Committee – Danny Buntain
- Communications Committee – Tyler King
- Athletes' Council – Patrick Jarvis spoke to report (Chair- Mercedes Nicoll sent regrets)

The ED provided an overview on the 2017 Annual Report with the Canada Snowboard leadership team providing highlights on each of the functional areas sections from the Annual Report:

- Business Operations – Brendan Matthews, Business Operations Director
- Sport Development- Dustin Heise – Sport development Sr. Director
- High Performance – Jean Francois Rapatel, Sport & High Performance Director
- Finance – Kam Loodu, Financial & Business Management Consultant

Opportunity was provided for questions from the members with no questions from the members asked at this time.

Informational update from Sport Canada was presented by Patrick Jarvis, E.D. - see attached Sport Canada Update attached as Appendix 2 as part of these Minutes.

8. Presentation of the Auditors Report and Financial Statements

Bill Haines, Chairperson of the Finance & Audit Committee, sent regrets and requested Kam Loodu, CS Financial & Business Management Consultant, as a non-voting member of the Finance & Audit Committee provided an overview of the Auditor's Report.

MOTION:

BE IT RESOLVED THAT the Audited Financial Statements for the year ended 30th of June 2017, including the accompanying Notes in the Auditors' Report, and all transactions reflected therein, be received, and that a copy of these statements, as approved by the Board of Directors, be attached to the official copy of the Minutes of this meeting as Appendix 1.

Mover: Mike Nazwaski

Seconder: AS (Jeff Jarvis)

CARRIED (Unanimous)

9. Appointment of the Auditors

MOTION:

BE IT RESOLVED THAT the firm of Manning and Elliott be appointed the auditors for the accounts of Canada Snowboard for the 2017/18 fiscal year.

Mover: SNS (Kristin d'Eon)

Seconder: NWTS (Ollie Williams)

CARRIED (Unanimous)

10. Resolutions

There were no resolutions proposed at this time.

11. Amendments to General By-Laws

Further to the Governance Committee Report, a DRAFT set of revised by-laws for Canada Snowboard was included in the AGM Meeting materials. Members are requested to review and provide feedback on draft version with intent to hold a Special Meeting next summer to adopt new by-laws. Considerations for process to ensure robust input requested.

Patrick Jarvis commented:

- It is important that the PTSA's are to be engaged in the revision of the by-laws
- A working group should be set up to facilitate the revision process
- Athletes voice needs to be addressed in the new bylaws
- Review of a collaborative governance process is being recommended
- The intent is for an in-person meeting with the PTSA's, BOD and Staff to take place in October 2018 and at a minimum every second year.

No recommended motion at this time – point of information only.

12. Other Business as specified in the Meeting Notice

No other business proposed at this time.

13. Election of new Directors

Board members continuing their mandate with one year left in each of their respective terms are:

- Tyler King
- Danny Buntain
- Tim O'Brien

This means there are five new Directors to be elected to the the Board of Directors for 2017-18 with four elected for two-year terms, and one for a one-year term. The Nominations Report as prepared by the Nominations Committee was circulated with the AGM package.

	<p>Given that there were sixteen (16) “eligible nominees”, each nominee was requested to record a two minute video as a summary of their candidacy rather than presenting during the actual AGM. A link to the eleven (11) videos received was also previously distributed for Members to access and review along with resumes / profiles of each nominee.</p> <p>Ballots were previously distributed to all voting Members and are to be returned to Kam Loodu, as scrutineer who further reviewed voting procedures and ballots received to date. For ballots to be eligible, they must be received by Kam Loodu via email by 13h00 PST, Saturday, Nov 25th.</p> <p>Election results will be announced the morning of Monday November 27th</p> <p>Additional notes:</p> <ul style="list-style-type: none"> • Ed Farrell withdrew as a BOD candidate reducing number to 16 eligible nominees • Nominees should be ranked 16-1, 16 being the highest ranked choice • There will be 5 terms, 4-2 year and 1-1 year term, the candidate in 5th place shall receive the 1 year term • The governance committee has noted term length as a review item during the upcoming by-law review <p>MOTION: BE IT RESOLVED THAT the ballots be destroyed once the successful candidates have been declared.</p> <p>Mover: SO (Mike Nazwaski) Second: Cathy Morrison</p> <p style="text-align: right;">CARRIED (Unanimous)</p> <p>ELECTION RESULTS (added to Minutes post conclusion of AGM): There was a 24 hour delay in announcing the results as direction was sought from the Members about the validity of an election ballot submitted by a Member not present, given that the By-laws are not explicit about the validity of such ballot, nor is the Voting Procedure. Seven (7) Members responded with 4 “not valid”, 3 as “valid”.</p> <p>In the meantime, Tyler King as chairperson of Canada Snowboard, spoke directly with the president of AQS, François Carpentier, about the conundrum of the validity of a ballot for a member not present along with the fact that their vote either way, would not change the overall composition of the board. Firstly, François sincerely apologized about missing the meeting but unfortunately he was caught in a “dead spot” and unable to connect. Secondly, he accepted to have the AQS ballot removed from the election ballots submitted to help resolve the issue.</p> <p>Within the one hour window after the meeting closed, the scrutineer, Kam Loodu, received eight (8) completed ballots from those PTSA members present at the AGM. Saskatchewan had previously sent regrets regarding attendance; Newfoundland and Labrador did not respond to any correspondence regarding the AGM; New Brunswick is currently not in good standing so had no ballot; and the explanation for AQS is provided above.</p> <p>Congratulations to the following individuals who were successfully elected by the Members of Canada Snowboard to serve on the Board of Directors: Two year terms: Gord Manuel, Krissy Murphy, Mark Szepes and Erin Wilkins One year term: Bill Haines</p>
Closing	<p>14. Adjournment The Chairperon acknowledged and thanked non-returning members of Board and recording secretary.</p> <p>Questions from BCSB (Cathy Astofooroff) prior to adjournment: Q: With the revenues increase of 1.1 million, why is there an overall deficit in the budget? A: The increase in events revenue and high performance funding were primary reasons for overall</p>

increase in revenue but also have offsetting expenditures. There was also an overspend from one discipline due to miscommunication on the approved budget amount, compounded by a deficiency in real time reporting. Both of these items are being addressed in updated budget planning and monitoring processes. – P. Jarvis

Q: Would it be fair to say that the increase in reported sponsorship dollars is due to the Paralympic program and funds allocated as sponsorship dollars that were previously allocated as donations?

A: The majority of the increase in reported sponsorship dollars is due to increased contributions from Burton, FA Design and Mazda. The Massey family did make significant contributions for the Paralympic program with approximately half reallocated as Sponsorship dollars rather than as a Donation. – B. Matthews

MOTION:

BE IT RESOLVED THAT the meeting of the Members of Canada Snowboard be adjourned.

Mover: BCSB (Cathy Astofooroff)

Seconder: SNS (Kristin d'Eon)

CARRIED (Unanimous)

Meeting adjourned at 14h51 EST / 11h51 PST.