



**2018 ANNUAL GENERAL MEETING of the MEMBERS  
CANADIAN SNOWBOARD FEDERATION / FEDERATION DE SURF DES NEIGES DU CANADA / (Canada Snowboard)**

**DRAFT MINUTES**

Saturday, November 17th, 2018 – 11h00 PST / 14h00 EST via GoToWebinar

**Confirmed Participants**

| PTSA Members                       | Voting Delegates    | Observers     |
|------------------------------------|---------------------|---------------|
| Alberta Snowboard (AS)             | Stacey Burke-Hicks  |               |
| BC Snowboard Association (BCSB)    | Cathy Astofooroff   |               |
| Manitoba Snowboard (MS)            | Randy Demchuk       |               |
| Saskatchewan Snowboard (SK)        | Murray Ernst        |               |
| Nova Scotia Snowboard (NS)         | Edijs Ozolins       | Kristin D'Eon |
| Ontario Snowboard (SO)             | Mike Nazwaski       | Janet Richter |
| Yukon Snowboard (YS)               | Mary Binstead       | Katrina Couch |
| Association Québec Snowboard (AQS) | Francois Carpentier |               |
| NWT Snowboard (NWTs)               | Louise Matthews     |               |
| <b>Regrets</b>                     |                     |               |
| PEI Snowboard (PEI)                |                     |               |
| NL Snowboard Association (NLS)     |                     |               |
| <b>Not in Good Standing</b>        |                     |               |
| Snowboard New Brunswick (SNB)      |                     |               |

| Canada Snowboard                  |  |
|-----------------------------------|--|
| CS Board of Directors             | CS Staff   |
| Tyler King – Chairperson          | Dustin Heise – Executive Director                        |
| Danny Buntain – Vice Chairperson  | Brendan Matthews - Business Operations Director          |
| Erin Wilkins - Secretary          | Kam Loodu – Financial and Business Management Consultant |
| Timothy O'Brien                   | Emily Smith – Member and Corporate Services Coordinator  |
| Mark Szepes                       | Jean Francois Rapatel – High Performance Director        |
| Krissy Murphy                     | Kim Krahulec – High Performance Manager - Speed          |
| Gord Manuel                       |  |
| Mercedes Nicol – Athletes Council |  |

**Guests:**

|                               |               |
|-------------------------------|---------------|
| Zoe Bergermann                | Maelle Ricker |
| Todd Allison – Own the Podium |               |

MINUTES of a meeting of the Members (the "Members") held on November 17<sup>th</sup>, 2018, starting at the hour of 11h00 PST / 14h00 EST, of the Canadian Snowboard Federation (the "Corporation"), doing business as Canada Snowboard ("CS").



| Agenda Items         | Proceedings  |                |                  |             |                  |             |              |     |   |   |   |                      |     |   |   |   |                 |     |   |   |   |                    |     |   |   |   |                   |     |   |   |   |
|----------------------|--|----------------|------------------|-------------|------------------|-------------|--------------|-----|---|---|---|----------------------|-----|---|---|---|-----------------|-----|---|---|---|--------------------|-----|---|---|---|-------------------|-----|---|---|---|
| <b>Opening</b>       | <p><b>1. Call-to-order and Record of Attendance</b></p> <p>1.1 <b>Welcome</b> – CS Chairperson, Tyler King welcomed Members and Guests to the 2018 AGM.</p> <p>1.2 <b>Call to Order</b> – the Chairperson called the meeting to order at 14h00 EST / 11h00 PST.</p> <p>1.3 <b>Record of Attendance</b> - Roll call conducted to confirm Attendees (see confirmed participants list)</p> <p><b>2. Appointment of Recording Secretary and Agenda:</b></p> <p><b>MOTION:</b><br/>BE IT RESOLVED THAT Emily Smith serves as the recording secretary for the business of the AGM.</p> <p>Mover: Mike Nazwaski                      Seconder: Cathy Astofooroff</p> <p style="text-align: right;"><b>CARRIED (Unanimous)</b></p> <p><b>2.1. Adoption of the Agenda:</b></p> <p><b>MOTION:</b><br/>BE IT RESOLVED THAT the Agenda for the 2018 AGM, as presented, be adopted.</p> <p>Mover: Randy Demchuk                      Seconder: Stacey Burke-Hicks</p> <p style="text-align: right;"><b>CARRIED (Unanimous)</b></p> <p><b>2.2 Language of Meeting:</b></p> <p><b>MOTION:</b><br/>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: Francois Carpentier                      Seconder: Stacey Burke-Hicks</p> <p style="text-align: right;"><b>CARRIED (Unanimous)</b></p> <p><b>3. Establishment of Quorum:</b><br/>Based on roll call, it was established that there are nine (9) 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><b>3.1 Confirmation of Votes per Member</b></p> <p><b>MOTION:</b><br/>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: Murray Ernst                      Seconder: Cathy Astofooroff</p> <p style="text-align: right;"><b>CARRIED (Unanimous)</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Representative</th> <th>Members</th> <th>Basic Votes</th> <th>Additional Votes</th> <th>Total Votes</th> </tr> </thead> <tbody> <tr> <td>BC Snowboard</td> <td>807</td> <td>2</td> <td>4</td> <td>6</td> </tr> <tr> <td>Alberta Snowboarding</td> <td>732</td> <td>2</td> <td>4</td> <td>6</td> </tr> <tr> <td>Sask. Snowboard</td> <td>224</td> <td>2</td> <td>2</td> <td>4</td> </tr> <tr> <td>Manitoba Snowboard</td> <td>144</td> <td>2</td> <td>2</td> <td>4</td> </tr> <tr> <td>Snowboard Ontario</td> <td>667</td> <td>2</td> <td>4</td> <td>6</td> </tr> </tbody> </table> | 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 |
| 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         |
| <b>TOTALS</b>     | <b>3424</b> | <b>22</b> | <b>24</b> | <b>46</b> |

#### 4. Appointment of Scrutineers:

##### MOTION:

BE IT RESOLVED THAT, Kam Loodu and Maelle Ricker, serve as the meeting scrutineers.

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: Mike Nazwaski

Second: Francois Carpentier

**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 November 25, 2017, be approved as circulated and presented in the AGM meeting package.

Mover: Mike Nazwaski

Second: Stacey Burke-Hicks

**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
- **Executive Committee** – Tyler King
- **Communications Committee** – Krissy Murphy
- **Nominations Committee** – Erin Wilkins
- **Finance and Audit Committee** – Kam Loodu (in the absence of Jason Muir)
- **Executive Directors Report** – Dustin Heise

The ED provided an overview of the 2018 Annual Report with the Canada Snowboard Leadership Team providing highlights on each of the functional areas sections from the Annual Report:

- **High Performance** – Jean Francois Rapatel, Sport & High Performance Director
- **Sport and System Development**: Dustin Heise presented in the absence of Roberto Montanes, Manager, Sport & System Development
- **Business Operations**: Brendan Matthews, Business Operations 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.

#### 8. Presentation of the Auditors Report and Financial Statements

Kam Loohe (in the absence of Jason Muir, Chairperson of the Finance & Audit Committee) presented Auditors Report and Financial Statements.

- Discussion around restricted vs unrestricted funds and how to grow this moving forward.
- Focus around developing reserve fund.

- Noted that is hard to get a fair representation of things when working with Games cycles and impact this has on the flow of finances.

**MOTION:**

BE IT RESOLVED THAT the Audited Financial Statements for the year ended 30th of June 2018, 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                      Second: Cathy Astofooroff

**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 2018/19 fiscal year.

Mover: Cathy Astofooroff                      Second: Francois Carpentier

**CARRIED (Unanimous)**

**10. Resolutions**

There were no resolutions proposed at this time.

**11. Amendments to General By-Laws**

No recommended motions

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:

- Krissy Murphy
- Mark Szepes
- Erin Wilkins
- Mercedes Nicol (Athletes Council)

This means there are six new Directors to be elected to the the Board of Directors for 2018-19 with three elected for three-year terms, and three for two-year terms. The Nominations Report as prepared by the Nominations Committee was circulated with the AGM package. There were twenty five (25) "eligible nominees", a resume / profiles of each nominee was circuated to the membership prior to the AGM.

Clarification was made that according the the Bylaws, the top three elected candidates would be given a three-year term, the following three elected candidates would be given a two-year term on the Board.

Ballots were previously distributed to all voting Members and are to be returned to Kam Loodu, as scrutineer, with Maelle Ricker supporting, 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 14h30 PST, Saturday, Nov 17<sup>th</sup>. It was also recommended Maelle Ricker be appointed assistant scrutineer to confirm the ballots.

Election results will be announced the morning of Monday November 19<sup>th</sup>.

Additional notes:

- Nominees should be ranked 25-1, 25 being the highest ranked choice



|         |  |
|---------|--|
|         | <p><b>MOTION:</b><br/>BE IT RESOLVED THAT the ballots be destroyed once the successful candidates have been declared.</p> <p>Mover: Randy Demchuk                      Seconder: Mike Nazwaski</p> <p style="text-align: right;"><b>CARRIED (Unanimous)</b></p> <p><b>ELECTION RESULTS (added to Minutes post conclusion of AGM):</b></p> <p><b>Three year terms:</b> Danny Buntain, Tyler King, Risto Scott</p> <p><b>Two year terms:</b> Gord Manuel, Tim O'Brien, Melodie Theriault</p> |
| Closing | <p><b>14. Adjournment</b><br/>The Chairperon acknowledged and thanked non-returning members of Board and recording secretary.</p> <p><b>MOTION:</b><br/>BE IT RESOLVED THAT the meeting of the Members of Canada Snowboard be adjourned.</p> <p>Mover: Mary Binstead                      Seconder: Cathy Astofooroff</p> <p style="text-align: right;"><b>CARRIED (Unanimous)</b></p> <p>Meeting adjourned at 11h50 PST</p>   |