

2022 ANNUAL GENERAL MEETING

November 19, 2022 – 1:00 PM
via Electronic Means (Zoom)

MINUTES

1. Welcome

RaeAnne Rose welcomed the members to the 2022 Annual General Meeting and recognized that for the first time in two years, we are coming together without a provincial state of emergency. She noted that although challenges remain, we are in a much better place for artistic swimming to focus on nurturing a community of belonging. RaeAnne Rose shared some highlights from the 2021-22 season.

2. Call to Order & Introductions

RaeAnne Rose called the meeting to order at 1:05 pm.

RaeAnne Rose acknowledged that BC Artistic Swimming honours the traditional lands and homelands of all Indigenous peoples and communities across Canada, including First Nations, Inuit, and Métis living both on and off reserve, in rural and urban communities. She specifically acknowledged the ancestral, and unceded territories of the Coast Salish People, specifically the Kwantlen, Katzie, and Semiahmoo First Nations where today's presentation originates.

RaeAnne Rose introduced:

- Members of the BC Artistic Swimming Board of Directors in attendance Anne-Marie North, Ann Stirrat, Mandy Curtis, Jo-Anne Emery, and Carole Stewart.
- BC Artistic Swimming Staff in attendance Executive Director, Jennifer Keith, and Sport Services Coordinator, Disa Fladmark. She acknowledged the BCAS Director of Sport, Tanya Magee, who was unable to attend the meeting.
- Guests Lexy McLeod, BC Artistic Swimming's auditor from MNP LLP, who will present the financial statements; Sarah Fitzpatrick, legal counsel from Miller Thomson who is available to answer any questions about the proposed Bylaw amendments; and Board of Director's nominees Tanya Rothe.

3. Confirmation of Quorum

A quorum was declared with 24 voting members in attendance. In addition, 1 non-voting member and 3 guests were in attendance. The full list of attendees is attached to these minutes.

RaeAnne Rose noted that the Annual General Meeting package posted on the BC Artistic Swimming website in advance of the meeting included the agenda, minutes from the previous AGM, audited financial statements, notice of special resolutions, annual report, and nomination report. A link to the relevant files was posted in the Zoom Chat Box.

RaeAnne Rose reviewed the online meeting procedures and advised that online election voting procedures will be explained prior to the election portion of the agenda.

4. Adoption of Agenda

MOTION: (Mandy Curtis/Jo-Anne Emery) To adopt the Agenda of the November 19, 2022 Annual General Meeting. Carried

5. Appointment of Scrutineers

MOTION: (Carol Stewart/Ann Stirrat) To appoint Jennifer Keith and Disa Fladmark as Scrutineers. Carried

6. Adoption of Prior Meeting Minutes

MOTION: (Anne-Marie North/Carol Stewart) To approve the Minutes of the November 20, 2021 Annual General Meeting. Carried

7. Presentation of 2021-2022 Audited Financial Statement

RaeAnne Rose invited Lexy McLeod from MNP LLP to present the audited financial statements.

Lexy McLeod reported a clean audit indicating that, in MNP's opinion, there were no misstatements due fraud or error and that the financial statements show a fair representation of the organization's financial position. She highlighted that BC Artistic Swimming is in a healthy financial position indicating good fiscal management by the organization during the difficult pandemic years. The Statement of Operations show a small profit of \$6,848 for the period after offsetting increases to both revenue and expenses that reflect the organization moving back to regular operations and program delivery. She noted that the Statement of Change in Net Assets reflects a transfer of \$50,000 to internally restricted funds which represents cash put aside by the Board of Director to respond to any unexpected or emergent issues.

RaeAnne Rose opened the floor to questions. Hearing none, she thanked Lexy McLeod and the MNP audit team for preparing the statements.

8. Appointment of 2022-2023 Auditor

MOTION: (Ann Stirrat/Anne-Marie North) To appoint MNP LLP as the Auditors for BC Artistic Swimming for the 2022-2023 fiscal year. Carried

9. Special Resolutions: Bylaw Amendments

RaeAnne Rose noted that in response to changes to the Societies Act as well as provincial and national policy standards, the BCAS Governance Committee has reviewed and assessed the BCAS Bylaws in consultation with legal counsel. This revision included reviewing the Bylaws through an inclusive lens to ensure that outdated language and terminology is removed. She further referenced a members consultation process to present and discuss the proposed amendments that occurred between May and August and included a presentation of the proposed amendments, a members survey, and presentation of the survey findings for discussion before the final proposed amendments were distributed in advance of the notice of special resolutions.

RaeAnne Rose advised that in accordance with the BCAS Bylaws, the Notice of Special Resolution was distributed with the Notice of this Annual General Meeting with three proposed special resolutions.

As Special Resolutions required at least two-thirds of the votes cast in favour to pass, RaeAnne Rose requested that staff reconfirm the quorum.

A quorum was confirmed with 22 voting members in attendance.

MOTION: (Rhonda Vanderfluit/Mandy Curtis) RESOLVED AS A SPECIAL RESOLUTION that the Bylaws of the Society be deleted in their entirety and replaced with the Bylaws attached to the notice of the Society's 2022 annual general meeting.

Carried (100% of votes cast in favour)

MOTION: (Rhonda Vanderfluit/Mandy Curtis) RESOLVED AS A SPECIAL RESOLUTION that the Bylaws of the Society be amended to add the terms "Significant Contractor or Leader" by making the following changes to the Bylaws:

1. A new definition of "Significant Contractor or Leaders" be added to the definitions as a new Bylaw 1.1(dd) as follows:

"Significant Contractor or Leader" means individuals in leadership positions within Canada Artistic Swimming, BC Artistic Swimming or a Member Club, including but not limited to Executive Directors, Managers, Head Coaches, Technical Directors, or Directors of Canada Artistic Swimming;

2. The remaining paragraphs in Bylaw 1.1 be renumbered accordingly; and
3. Bylaw 5.6(g), Director Qualifications, be amended to add "or a Significant Contractor or Leader" prior to the "; and", and following such amendment Bylaw 5.6(g) will read as follows:

Not be a paid employee of Canada Artistic Swimming, the Society or any Member Club or a Significant Contractor or Leader; and

Carried (94% of votes cast in favour)

MOTION: (Rhonda Vanderfluit/Jo-Anne Emery) RESOLVED AS A SPECIAL RESOLUTION that the Bylaws of the Society be amended to replace Bylaw 5.12, Removal and Discipline of Director, with the following wording:

Directors may be removed or disciplined in the following ways:

- (a) The Voting Members may, by Special Resolution, remove a Director before the expiration of that Director's term of office, and may elect or appoint, by Ordinary Resolution, an individual who is qualified under Bylaw 5.6 to serve as Director for the balance of the term of the removed Director.
- (b) The Directors may temporarily discipline, sanction or remove a Director in accordance with Board Policy for:
 - (i) breaching any Board policy; or
 - (ii) conduct that has resulted in the Director being disciplined or sanctioned by Canada Artistic Swimming, the Society, or a Member Club.

The Directors have the authority by a resolution of at least three-quarters of the Directors then in office to temporarily discipline or sanction a Director if the Board is of the view that the Director may cause significant detriment to the Society either prior to the completion of any discipline or complaint procedure or in exceptional circumstances. When making a decision to issue temporary discipline or sanction, the Board must determine when the discipline or sanction will end. Pursuant to Bylaw 7.2, the Director under consideration is not entitled to vote on the resolution.

- (c) The process for removing a Director before the expiration of the Director's term of office is a resolution passed by three-quarters of the Directors then in office less the Director who is the subject of the proposed discipline, sanction or removal as outlined in Bylaw 6.5. Pursuant to Bylaw 7.2, the Director under consideration is not entitled to vote on the resolution.
- (d) Notice of the discipline, sanction or removal of a Director must be sent to each Director at least seven business days in advance of the meeting, including reasons, unless the notice period is waived under Bylaw 6.3(b). The Director who is subject to discipline, sanction or removal must be given an opportunity to make written or oral representations to the Directors respecting the proposed expulsion.

Carried (100% of votes cast in favour)

10. Reports

RaeAnne Rose invited staff and the Chair of the BC Officials Committee to present the Reports.

Executive Director's Report

Jennifer Keith encouraged members to review the 2022 Annual Report in detail. She highlighted that despite the pandemic-related challenges, BCAS has made significant progress towards its strategic objectives: Grow Participation, Professionalize Our Organizations, and Aspire to Excellence. Although some competitions early in the season were cancelled or modified, 2021-22 finished off close to 'normal' and in celebration of BC's artistic swimming coaches and officials. She reported that the organization continued to strive for innovation and showcased a new 'freestyle' artistic swimming program at the 2022 Jean Peters Provincial Championships and piloted the new Judge Consultation Program. With safe sport and good governance continuing to be priorities, BCAS remains committed to supporting clubs in achieving compliance with the Club Operations Policy. Furthermore, BCAS continues to sustain the ongoing delivery and creation of new club-supported initiatives.

Sport Development Report

Jennifer Keith reported that coach development continues to be a priority in relation to sport development and that in addition to traditional NCCP and professional development activities, BCAS focused on ensuring coach developers – learning facilitator and evaluators – were aligned with new standards. Masters finally returned to the water in 2021-22, however, we still await an update to FINA and domestic Masters programming. She noted that we had a very successful 2022 BC Summer Games and acknowledged the extra effort from hosts, the Prince George Waterlilies and specifically, Nicole Barager. She closed by recognizing that sport services funding once again supported clubs to deliver support programs for provincial stream, recreation,

adaptive or Masters programs and that much of BCAS' sport development effort in 2021-22 were on understanding the impending changes to the FINA judging system and rules.

High Performance Report

Jennifer Keith reported that a highlight of 2021-22 was the return of in-person high performance programming. The season began with BC hosting the inaugural Canada Artistic Swimming Development & Audition Camp and closed with the activation of the new High Performance Plan headed by world class leaders. The 2021-22 Ignite Provincial Program included an assessment camp in June followed by our first ever choreography camp in August. Last season's programming also included an HP Coach Mentorship Program that supported 5 coaches from 5 different clubs and a significant revision to the Targeted Athlete Program (formerly the CSI-Carding Program). BCAS also sent Team BC to SYNC 2022 where they earned a bronze in the 13-15 Solo and Duet events.

Jennifer Keith closed by acknowledging RaeAnne Rose as the outgoing BCAS President and extending gratitude and appreciation from all the BCAS staff.

RaeAnne Rose invited BC Officials Committee Chair, Christina Demiris, to present the Officials Report.

Officials Report

Christina Demiris reported that it was a successful though untraditional season for officials as they were asked to judge both virtually and in-person, sometimes at the same events. The National Qualifier even had some panels judging virtually and others in person. She recognized the value of the new Judge Consultation Program in supporting both athlete preparation and judge mentorship and advised that BCAS has developed online resources for officials' development allowing consistent training opportunities for volunteers across BC. She closed by acknowledging that Louise Kennedy and Heather Archer both retired after lengthy international judging careers and would be missed on deck.

RaeAnne Rose invited questions from the floor. No questions were asked.

RaeAnne Rose remarked that good governance is a common theme in Canada's sport sector highlighted by our alignment with the Club Operations Policy and ongoing delivery of governance-related webinars. She noted that BCAS continues to respond to the increasingly high standards established from national and provincial regulatory bodies. Other key priorities for the Board of Directors are safe sport, financial management and accountability, risk management, and legal responsibilities which have changed the skills needed to effectively manage the organization.

In response, the Board of Directors once again conducted a board skills assessment to identify the existing competencies and gaps. This process identified gaps in the areas of governance, legal expertise and conflict resolution skills. She recognized that the slate of nominees for this year's election will help to bridge these gaps and support a well-balanced, governance-focused board.

In advance of the Elections, RaeAnne Rose asked for a reconfirmation of quorum to account for any changes in attendance since the start of the meeting.

A quorum was confirmed with 20 voting members in attendance.

11. Elections

RaeAnne Rose reviewed the online election procedures noting that if the Scrutineers had any issues confirming the results, there may be a delay in announcing the results until such time as the votes can be validated.

RaeAnne Rose referenced the Nomination Package that was distributed in advance of the meeting with details about the nominated candidates. She also noted that:

- There will be a separate election for each position: President, Director of Finance, and Director at Large positions.
- Nominations will be accepted from the floor.
- Nominations from the floor will require a seconder as well as confirmation from the nominee with video that they are present and willing to stand for election. If necessary, staff will consult with nominees from the floor in a break-out room to confirm their identity.
- All nominees will be given two minutes to introduce themselves to the membership.
- The election of the President, Director of Finance, and Directors-at-Large will be by online ballot whenever there are more nominees than vacant positions. If there are as many nominees as there are vacancies, the election will be declared by acclamation.

11.1. Election of President

RaeAnne Rose noted that BC Artistic Swimming received an advanced nomination for the position of President from Mandy Curtis. RaeAnne Rose made a call for nominations from the floor for the position of President.

RaeAnne Rose made a second call for nominations from the floor for the position of President.

RaeAnne Rose made a third and final call for nominations from the floor for the position of President.

As there were no nominations from the floor, Mandy Curtis was elected as President by acclamation.

RaeAnne Rose invited Mandy Curtis to address the members. Mandy Curtis addressed the members.

11.2. Election of Director of Finance

RaeAnne Rose noted that BC Artistic Swimming received an advanced nomination for the position of Director of Finance from Ann Stirrat. RaeAnne Rose made a call for nominations from the floor for the position of Director of Finance.

RaeAnne Rose made a second call for nominations from the floor for the position of Director of Finance.

RaeAnne Rose made a third and final call for nominations from the floor for the position of Director of Finance.

As there were no nominations from the floor, Ann Stirrat was elected as Director of Finance by acclamation.

RaeAnne Rose invited Ann Stirrat to address the members. Ann Stirrat addressed the members.

11.3. Election of Three (3) Directors-at-Large

RaeAnne Rose noted that BC Artistic Swimming received an advanced nomination for the 3 Director-at-Large positions from Robin Bennu, Cybil Nomura, and Tanya Rothe. RaeAnne Rose made a call for nominations from the floor for the position of Director-at-Large.

RaeAnne Rose made a second call for nominations from the floor for the position of Director-at-Large.

RaeAnne Rose made a third and final call for nominations from the floor for the position of Director-at-Large.

As there were no nominations from the floor, Robin Bennu, Cybil Nomura, and Tanya Rothe were elected as Directors-at-Large by acclamation.

RaeAnne Rose invited Robin Bennu to address the members. Robin Bennu addressed the members.

RaeAnne Rose invited Cybil Nomura to address the members. Cybil Nomura addressed the members.

RaeAnne Rose invited Tanya Rothe to address the members. Tanya Rothe addressed the members.

As there was no voting record, a motion to destroy the voting record was not necessary.

RaeAnne Rose welcomed the new and returning directors to the BC Artistic Swimming Board of Directors noting that a welcome package will be issued to the new directors and an initial meeting of the new Board will be called soon.

RaeAnne Rose recognized outgoing Board member, Marina Chekunova, who recently took a leave of absence from the Board, thanking her for her commitment to the sport and BC Artistic Swimming. She also congratulated Mandy Curtis on her appointment as President.

Prior to adjourning the meeting, RaeAnne Rose presented the 2022 President's Award to Rhonda Vanderfluit.

12. Adjournment

MOTION: (Mandy Curtis/Carol Stewart) To adjourn the meeting.

Carried

The meeting was adjourned at 2:33 pm.

2022 ANNUAL GENERAL MEETING ATTENDANCE

	Voting Members	Role	Club/Organization
1.	RaeAnne Rose	President	BC Artistic Swimming
2.	Anne-Marie North	Vice-President	BC Artistic Swimming
3.	Ann Stirrat	Director of Finance	BC Artistic Swimming
4.	Mandy Curtis	Director	BC Artistic Swimming
5.	Jo-Anne Emery	Director	BC Artistic Swimming
6.	Carol Stewart	Director/Official	BC Artistic Swimming
7.	Mallika Basra	Coach	Caprice Artistic Swimming Club
8.	Robin Bennu	Official	BC Artistic Swimming
9.	Deb Broadhurst	Parent	Pacific Wave Artistic Swimming Club
10.	Cynthia Chang	Parent	Pacific Wave Artistic Swimming Club
11.	Annie Chau	Official	BC Artistic Swimming
12.	Anthea Cranston	Parent	Pacific Wave Artistic Swimming Club
13.	Christina Demiris	Official	BC Artistic Swimming
14.	Disa Fladmark	Coach	Kamloops Sunrays Artistic Swimming Club
15.	Shelley Frick	Parent	BC Aquasonics
16.	Jessica LeDrew	Parent	Victoria Artistic Swimming Club
17.	Liza Leusenko	Coach	Pacific Wave Artistic Swimming Club
18.	Amy Li	Parent	Pacific Wave Artistic Swimming Club
19.	Tina Naveri	Coach	Kamloops Sunrays Artistic Swimming Club
20.	Cybil Nomura	Parent	BC Aquasonics
21.	Kari Salvesen	Parent	Nanaimo Diamonds Artistic Swimming Club
22.	Rhonda Vanderfluit	Athlete	Vancouver Masters Synchro
23.	Charlotte Whiteley	Athlete	VanIsle Masters Artistic Swimming Club
	Non-Voting Member	Role	Club/Organization
24.	Jennifer Keith	Executive Director	BC Artistic Swimming
	Guests	Role	Club/Organization
25.	Sarah Fitzpatrick	Legal Counsel	Miller Thomson
26.	Lexy McLeod	Auditor	MNP LLP
27.	Tanya Rothe	Nominee	