

BOARD OF DIRECTORS MEETING MINUTES

December 4, 2023 at 7:00 pm

ATTENDANCE

Voting: Mandy Curtis, Anne-Marie North, Ann Stirrat, Jo-Anne Emery, Carol Stewart, Cybil Nomura, Susan Thompson

Staff: Jennifer Keith

Regrets: Robin Benu

1. CALL TO ORDER

Curtis called the meeting to order at 7:00 pm.

2. LAND ACKNOWLEDGEMENT

Keith acknowledged that she is joining the meeting from the traditional, ancestral and unceded territory of the Coast Salish People including the Katzie, Tsawwassen, Kwilkwetlem, Tsleil-Waututh, Sto:lo, Qayqayt, and Musqueam First Nations.

3. APPROVAL OF AGENDA

The agenda was amended to add a new item 11: RFD 2023-234 and to renumber the subsequent agenda items accordingly.

MOTION: Nomura made a motion to approve the Agenda, as amended.

4. DECLARATION OF POTENTIAL CONFLICT OF INTEREST

It was identified that the Board Members who are on the nomination slate for the 2023 AGM are in conflict of interest with agenda item 8 and will not participate in the decision.

5. MINUTES FROM PREVIOUS MEETINGS – REVIEW & ACCEPT

MOTION: Nomura made a motion to approve the minutes from November 6, 2023.

6. ACTION ITEMS

Keith referred to the action item included in the meeting package noting that since the document was distributed, Curtis completed her Respect in Sport re-certification.

BUSINESS CARRIED FORWARD

7. RATIFICATION: APPROVAL OF 2022-2023 AUDITED FINANCIAL STATEMENTS

MOTION: (Stirrat/Nomura) to adopt the 2022-2023 audited financial statements as presented. Carried

8. RATIFICATION: APPROVAL OF AMENDMENTS TO BCAS NOMINATION POLICY

Anne-Marie North, Carol Stewart and Susan Thompson were deemed to have a conflict of interest as they are nominees for the 2023 AGM election. None of the conflicted parties participated in the vote.

MOTION: (Nomura/Stirrat) to approve the proposed amendments to the BCAS Nominations Policy as presented. Carried

9. BOARD RESIGNATION

Curtis advised the Board that Tanya Rothe has resigned from her position as Director with the BCAS Board due to recent personal events.

MOTION: (Stewart/Thompson) to accept the resignation of BCAS Director, Tanya Rothe. Carried

10. APPOINTMENT TO FILL BOARD VACANCY

BCAS Bylaws, clause 5.14 allows the Board to fill a Director vacancy by appointment. With the unexpected Director vacancy, the Board deferred to the Nomination Report prepared by the BCAS Nominations Committee. It was agreed to fill the vacancy with the highest ranked nominee not currently serving as a member of the Board as they've been identified to fulfill many of the required skills needed for effective governance.

MOTION: (Emery/Stewart) to appoint Dana Xu to fulfill the 1-year vacancy on the BCAS Board of Directors. Carried

ACTION: Curtis to communicate the decision to Dana Xu.

ACTION: Keith to update the website and prepare a notice to members.

11. RFD 2023-234: PROVINCIAL PROGRAM PROCEDURES

MOTION: (Stewart/Nomura) to approve the proposed amendments to the BCAS Provincial Program Procedures, as amended. Carried

MOTION: (Nomura/Thompson) to move the meeting in camera. Carried

12. IN CAMERA: AGM UPDATE

On November 24, 2023, the Executive Committee met with the BCAS legal counsel who agreed with the Board's decision to postpone the AGM. A subsequent meeting with counsel to discuss her recommended next steps is scheduled for December 5, 2023.

ACTION: Keith and Curtis to provide the Board with an update on the advice of counsel.

13. IN CAMERA: SAFE SPORT UPDATE

Keith provided the Board with an update on recent complaints filed with BC Artistic Swimming.

The meeting was adjourned at 8:19 pm.