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Rowing Canada Aviron
BOARD OF DIRECTORS MEETING
MINUTES
May 7 – 8, 2016

Delta Calgary Downtown
209 4 Ave SE, Calgary, AB T2G 0C6

Attendance:

Michael Walker, President
Carol Purcer, Provincial Director
Rick Crooker, Director
Andrew Fitzgerald, Director
Tom Hawker, Director (Treasurer)

Regrets:

Brian Lamb, Director
Jon Beare, Athlete Director

Staff:

Donna Atkinson, CEO
Sid Murdoch, Secretary
Peter Cookson, High Performance Director - May 7th (via telephone)

Committees:

Carol Hermansen, RCA Nominating Committee - May 7th

Fundraising:

Denny Young – May 7th
Robyn Tremblay – May 7th

1. Call to order

- The meeting was called to order by President Walker at 8:30 am.

2. Acceptance of the Agenda

MOTION #1: Board Meeting Agenda

Moved: Carol Purcer Seconded,

That the Board Meeting Agenda, May 7 - 8, 2016, be approved.

CARRIED

3. Appointment of Director-at-Large – Tom Hawker

- Joel Finlay resigned as Director-at-Large on the RCA Board February 9, 2016.

MOTION #2: Appointment of Director-at-Large

Moved: Rick Crooker Seconded,

That Tom Hawker be appointed as Director-at-Large on the RCA Board for the remainder of Joel Finlay's term, ending September 15, 2016.

CARRIED

4. Review and Approval of Previous Minutes:

- Joint Board – PAC Meeting Minutes, January 30, 2016

The following section was amended:

1.2 Safety & Events - d. National Regatta Reporting

- In the past a regatta report prepared by a committee member was sent directly to the CEO. In the future a peer review will also be conducted. ~~with other committees such as the Umpire's Committee.~~

MOTION #3: Joint Board - PAC Meeting Minutes

Moved: Carol Purcer Seconded,

That the Joint Board - PAC Meeting Minutes, January 30, 2016, be approved as amended.

CARRIED

- Board Meeting Minutes, April 12, 2016

MOTION #4: Board Meeting Minutes

Moved: Carol Purcer Seconded,

That the Board Meeting Minutes, April 12, 2016, be approved.

CARRIED

5. President Opening Remarks

- The meeting schedule was reviewed.

6. Board Priority: Fundraising – Review of the “Case for Support” (R. Crooker/D.Young)

Denny Young presented a report on fundraising:

- The Board was updated on fundraising campaign strategies.
- Fundraising meetings will be held in Calgary, Vancouver and Toronto with individuals that could become involved in the RCA fundraising plan as contributors and as “Campaign

Cabinet” members. The purpose is to find individuals that are committed to RCA’s fundraising goals.

- Fundraising goals must be aligned with the RCA Strategic Plan.
- Fundraising brochures were reviewed - the importance of messaging and image was noted. It was agreed that comments referencing specific locations and winter training should be adjusted to “winter training in Canada.”
- Branding scenarios were discussed as related to fundraising goals.
- Single and on-going donations will be included as part of the campaign.
- It was noted that the level of sport funding from the government could decrease during the next quadrennial. It is important that potential donors are aware that RCA’s level of funding from the government will not support the future goals of the organization.

7. Board Succession

- Nominating Committee Process (M. Walker/C. Hermansen)

Carol Hermansen, RCA Nominating Committee Chair, was welcomed to the meeting.

The 2015 Nominating Committee process was reviewed:

- Members of the 2015 RCA Nominating Committee included Carol Hermansen, Chair; Ian Gordon; Peter Jackson, PAC representative; Stephen Murray; and Mike Walker, Ex-Officio member.
- An expression of interest was sent to the membership in May 2015 and the information was also posted on the RCA website and other not-for-profit websites.
- To find potential candidates, committee members followed up with provincial rowing associations and other organizations.
- It was noted that the Nominating Committee put forward a slate of candidates, filling the required number of positions that were available - 2 candidates for 2 positions. Members had the option to submit further nominations within a 15 day period after the first closing date. No further nominations were received from the membership.
- The bylaw requirement that a Board member chair the Nominating Committee was discussed and it was agreed that a Board member should be a member of the committee. However, it was agreed that having a Board member chair the committee is impractical as the chair would have to change every year, which is not good for continuity.

2016 RCA Nominating Committee Process:

- The role of the Board was discussed as well as the importance of providing the Nominating Committee with clear direction on competency requirements for potential director candidates.
 - Candidates selected by the Nominating Committee will be communicated to the membership on or prior to August 1st, 2016, the first closing date for nominations.
 - Discussion ensued regarding the merits of nominating more candidates than the number of positions available. There was support from the Board for a slate of candidates selected by the Nominating Committee equal to the number of positions available. The membership could then submit further nominations within 15 days, by August 16th.
- Nominating Committee Makeup - Bylaw 11.1

[MOTION #5: By-Law Amendment – Para 11.1 Nominating Committee](#)

Moved: Carol Purcer Seconded,

That Para 11.1 of the CARA By-Laws be amended, from:

The Nominating Committee is appointed by the Board of Directors and shall consist of at least one member of the Board of Directors who shall serve as chair, one member put forward by the Provincial Advisory Council and two other persons. None of the members of the Nominating Committee shall be seeking office in the election. Members of the Nominating Committee shall be appointed for a two year term which may be renewed.

to:

The Nominating Committee is appointed by the Board of Directors and shall consist of at least one member of the Board of Directors ~~who shall serve as chair~~, one member put forward by the Provincial Advisory Council and two other persons. None of the members of the Nominating Committee shall be seeking office in the election. Members of the Nominating Committee shall be appointed for a two year term which may be renewed.

CARRIED

MOTION #6: Appointment to the Nominating Committee

Moved: Rick Crooker Seconded,

That Andrew Fitzgerald be appointed to the RCA Nominating Committee.

CARRIED

Members of the 2016 RCA Nominating Committee include Carol Hermansen, Chair; Ian Gordon; Peter Jackson; PAC representative; Stephen Murray; Andrew Fitzgerald, Board representative; and Mike Walker, Ex-Officio member.

Director Competencies sought in 2016

- Skills and competencies for directors were reviewed. It will be important for the RCA Nominating Committee to consider candidates for director with strong skillsets and experience in marketing, fundraising, communications and non-profit corporations.
- Regional representation and gender equality on the Board was discussed.
- The number of directors on the RCA Board was reviewed. The key limitations with the current Board size includes:
 - One or two resignations or long-term absences due to illness or personal matters significantly diminishes the Board size and makes quorum difficult as seen this spring.
 - The Board foresees additional Board workload over the next few years with added emphasis on fundraising, marketing the sport in Canada, and the plans for a new National Training Centre.
 - The current composition provides only three Directors at Large without portfolio and the flexibility to pursue projects (assuming the Treasurer remains a member of the Board.)
- Given the foregoing, the addition of 2 directors would be beneficial in providing a wider range of skillsets and experience, and a slightly larger membership to ensure sufficient diversity of skills and experience when some members cannot attend meetings. Changes to the By-Laws could be approved by the Board in the fall and ratified by the members at the 2017 Semi-Annual meeting.

Composition of the Board:

- The President and Provincial Director will review the composition of the Board of Directors

and the way forward in consulting the membership on the issue.

8. RCA Strategic Plan (A. Fitzgerald)

- Draft Strategic Plan and Background Documents
- The Board reviewed the following documents:
 - Strategic Planning Meeting with the RCA Board, Nov. 7, 2015
 - Strategic Planning consultation meeting with invited members and staff, Jan. 30, 2016
 - Strategic Plan 2017 – 2020 – Community Survey, Summary of Results
 - Strategic Plan Staff Consultation, March 10, 2016.
- Following a meeting of the RCA Strategic Planning Committee, March 19 and 20, the draft RCA Strategic Plan 2017-2020 was prepared and reviewed by the Board:
 - A “One Team” concept has been incorporated.
 - The draft Strategic Plan document has been streamlined and is focused on Performance and Organizational Excellence.
 - RCA’s Operational Plan will be linked to the Strategic Plan – key performance indicators will be measured and progress reports will be provided to the Board.

MOTION #7: Strategic Plan

Moved: Andrew Fitzgerald Seconded,

That the Draft Strategic Plan be approved, subject to final design.

CARRIED

9. 2016 – 2017 Budget and Operational Plan (D. Atkinson)

- Major projects impacting operations have included preparations for Olympic Regatta in Rio, Membership Working Group and coach education.

Olympic Events and Communication

- There will be a shift to social media as a key component of RCA’s communication’s strategy.
- The Olympics communication strategy, developed by Kate Bascom and Colleen Miller, includes video pieces highlighting the relationship between national team athletes and local clubs. Clubs will be provided with a toolkit that could be used for the promotion of rowing at a local level.
- Working with FISA and the CBC to improve the presence of rowing in Canada.
- The main National Team send off prior to the Olympics will be held in Toronto June 28th at the corporate offices of Fasken Martineau.
- Another event to support the National Team will be held at Hudson Boat Works on July 30th in London.
- Working with FISA on the possibility of hosting the FISA World Coaches Conference in conjunction with the RCA National Conference in January 2017.

Canadian Rowing Hall of Fame

- The CEO provided an update on the work of the Committee noting that a first year induction is proposed to take place at this year’s Henley and a report will be coming to the next Board meeting

MOTION #8: In Camera

Moved: Carol Purcer Seconded,

That the meeting be held In Camera to discuss organization, human resource and land/legal matters.

CARRIED

MOTION #9: Out of In Camera

Moved: Carol Purcer Seconded,

That the meeting be held out of In Camera.

CARRIED

10. HP Update (P. Cookson – by teleconference)

- Three months to Rio (P. Cookson)

High Performance Director Peter Cookson provided an update via teleconference.

- RCA's Olympic Team will be announced officially on June 28th.
- Team performance at World Cup events were discussed.
- Training over the winter and spring was reviewed.
- Boats that have already qualified for the Olympics were reviewed.
- The Men's Quad will attempt to qualify at the FISA Final Olympic Qualifying event to be held May 24th.
- The PARA 4 has not yet been selected. Important that PARA athletes are classified properly in the LTA category. Athletes also need to compete in at least one international race prior to the Olympics. It will be important to increase the pool of PARA athletes over the next few years.
- A large number of U23 next generation athletes will be attending the upcoming trials for the U23 World Championships and Non-Olympic Worlds.
- It will be important that a large percentage of next generation athletes continue with the National Team in the next quadrennial.

11. Board Priority – System of Influence

FISA rules and governance changes (P. Cookson and M. Walker)

- Changes to FISA rules and governance were reviewed with RCA coaches. The consensus was that it is important that Lightweight events include both sweep and sculling and the number of boats in World and Olympic events should be equal between men and women.
- Important that RCA responds to FISA on these issues.
- The Board reviewed RCA's response to the Olympic Rowing Programme and FISA's approach to align with the International Olympic Committee's "Olympic Agenda 2020."

MOTION #10: RCA'S response to FISA'S approach with the IOC agenda 2020

Moved: Carol Purcer Seconded,

That RCA's response to the Olympic Rowing Programme and FISA's approach to align with the International Olympic Committee's "Olympic Agenda 2020" be approved.

CARRIED

- As requested at the 2016 Semi-Annual Meeting, the response will be communicated to RCA members and posted on the website.
- It was noted that there is no clear consensus on the Lightweight Program. There will be further discussion at the next FISA Congress meeting in Rotterdam. Important that FISA comes to an agreement and submits a proposed rowing program to the IOC for Tokyo 2020.

COC Meeting

- The President and CEO attended the COC Meeting in Regina April 16th and 17th. Guylaine Bernier, Chair of the RCA Umpires Committee was appointed to the Board of Directors of the COC. Other matters at the meeting focused on Board elections and policy updates in reaction to the investigations and reports on harassment and governance.

National Training Centre:

- Information sessions on a new "Centre of Excellence" have been held with National Team athletes at the Victoria and London Training Centres.

MOTION #11: In Camera

Moved: Carol Purcer Seconded,

That the meeting be held In Camera to discuss human resources and membership issues.

CARRIED

MOTION #12: Out of In Camera

Moved: Carol Purcer Seconded,

That the meeting be held out of In Camera.

CARRIED

12. CEO

Membership Category Group Update

- Discussion ensued regarding the proposal for a regatta registration system.
- The Membership Category Working Group has been reviewing a regatta system fee structure, including a proposal for regatta participant costs. The next phase is to present a proposal to the Board and PAC.

Rules of Racing Working Group

12..1 RCA Rules of Racing – timelines

- As noted at the 2016 Semi-Annual Meeting, a Rules of Racing Working Group would be appointed by the Board earlier than in past quadrennials and prior to proposed changes to FISA rules.

12.2.2 RCA Rules of Racing - Working Group

- Terms of reference to be prepared by the Working Group.
- The Working Group will include a chair to be named, and a member proposed by the following RCA committees: Coaching Education & Development Committee; Umpires Committee; Safety & Events Committee; and at the discretion of the committee, one or two more members.

MOTION #13: Rules of Racing Working Group

Moved: Carol Purcer Seconded,

That a Rules of Racing Working Group be established.

CARRIED

12..2 RCA Umpire License Policy (attached)

- The Board reviewed proposed changes to the RCA Umpire Policy and Procedures. It was discussed that regatta volunteers could be impacted by these changes.
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- It was noted that in the policy, “Provincial Umpire Committees” should be changed to *Provincial Rowing Associations* because not every province has an umpire committee and the PRAs should be the lead for discipline.
- It was also noted that the PAC had not had an opportunity for review.
- The RCA Umpire License Policy was tabled until after PAC provides feedback.

MOTION #14: Umpire Policy and Procedure

Moved: Carol Purcer Seconded,

That RCA Umpire Policy and Procedure be referred to PAC for advice.

CARRIED

13. Treasurer

- Financial Update – Preliminary Year End Financial Statement

The Preliminary Year-End Financial Statement was reviewed by the Board. The Treasurer noted that:

- There has been some revenue growth areas related to the Pan Am Games, Olympics and Royal Canadian Henley.
- There is potential for a deficit on the audited financial statement based on the anticipated depreciation/amortization numbers.
- Ad-Hoc funds on the audited statement were removed.
- RCA has taken on more duties with respect to the preparation of the audited statement to keep the audit costs as low as possible.
- The proposed changes to the Peloton banking model was discussed. The Treasurer and CEO will follow up with Peloton and continue to move this forward

Seagram Trust Fund:

- The Seagram Trust Fund was discussed and deferred until the next board meeting.

- Other funds will be reviewed also.

Audit Committee

13..1 Appointment of Board Member

MOTION #14: Audit Committee Appointment

Moved: Tom Hawker Seconded,

That Brian Lamb be appointed to the RCA Audit Committee.

CARRIED

13..2 Identification of third member

- Jeff Lay and Tom Hawker, Ex-Officio, are other members of the Audit Committee. Another member will be appointed.

14. Finance Committee

Follow up to November Board meeting

- Terms of Reference for the Finance Committee will be deferred to a future meeting. It was noted at the November 2015 Board Meeting that the Finance Committee will be a separate entity from the Audit Committee focusing on resource management.

15. Secretary (S. Murdoch)

Governance Calendar

- Important dates in the Governance Calendar were reviewed by the Board including the call for expressions of interest by the Nominating Committee, the voting registration deadline for the Annual Meeting, Semi-Annual Meeting and the Committee on Dues and Fees meeting.

15.2 Annapolis Valley Rowing Club – Application for Membership

MOTION #15: Annapolis Valley Rowing Club

Moved: Rick Crooker Seconded,

That the Annapolis Valley Rowing Club be approved as a probationary member of Rowing Canada Aviron, subject to receipt of the annual dues payment.

CARRIED

16. Provincial Director (C. Purcer)

- Most recent PAC meeting was April 20th.
- Coach development is a major topic among PAC members.
- Monthly calls have been beneficial.
- RCA has provided support to accelerate Coach training in some provinces where there is a lack of trained Coach Developers and Evaluators.

Responsible Coaching Movement:

- In response to recent coaching issues in some national sport organizations, a Responsible Coaching strategy has been developed in consultation with the sport community. The Strategy focuses on three main areas: (1) Screening and Criminal Record checks, (2) Rule of two (Coach should not be alone with a minor), and (3) Respect in sport training.
- A Respect Coaching Module has also been developed through the NCCP and will be available at a significantly discounted rate. It is proposed that this be mandatory education in the future for all Coaches.

17. Director at Large (R. Crooker)

- Nothing further to report.

18. Director at Large (A. Fitzgerald)

- Nothing further to report.

19. Next Meeting

- Conference Call - June 13, 2016 @ 3:30 p.m. PDT.
- Face to Face Board Meeting – November 5 – 6, 2016, location to be confirmed.

20. Adjourn

- The meeting was adjourned at 12 Noon.