



Rowing Canada Aviron
BOARD OF DIRECTORS MEETING
June 15, 2023

4:00 p.m. PDT

ZOOM CONFERENCE

MINUTES

ATTENDANCE:

Board of Directors:

Carol Purcer, President
Lindsay Bergen, Athlete Director
Fred Enns, Director
Paul Fritz-Németh
Tom Hawker, Treasurer, Director
Dana Thorne, Director
Derek Ventnor, Provincial Director

RCA Staff:

Terry Dillon, CEO
Sid Murdoch, Secretary

1. Call to Order

The meeting was called to order at 4:00 p.m. PDT.

2. President's Opening Remarks and Territorial Acknowledgement

President Purcer noted that as a result of a very full agenda, discussion under each item will need to be focussed and at a high level.

3. Approval of Agenda (*Resolution to Approve*)

The following items were added to the agenda:

- 9.4 NTC Project Terms of Reference
- 15.2 Board Workplan and Action Items

MOTION #1: Agenda

Moved: Paul Fritz Nemeth Seconded,

That the Board Meeting Agenda, June 15, 2023, be approved as amended.

CARRIED

4. Declaration of Conflicts of Interest

Director Enns had a possible conflict of interest concerning the audit committee item – the proposed new member for review by the Board is the treasurer of his rowing club.

Athlete Director Bergen noted that there could be perceived conflict of interest due to her involvement on the CSI hiring committee and employment of a former RCA staff member.

President Purcer disclosed that she will recuse herself from any RCA Board decisions regarding U19 Lightweight Rowing.

The CEO disclosed a perceived conflict of interest as related to discussions regarding his wife’s employment at CSI Pacific – he also noted that she recuses herself from rowing related issues.

The CEO noted that his son was selected by RCA to the CANAMEX team and he recuses himself from any discussions regarding selection to the team.

The CEO will recuse himself from conversations related to the approval of the Human Resources Terms of Reference.

Athlete Director Bergen noted there could be a conflict as related to a CSI employee doing potential work associated with the RCA Lightweight Working Group – *the CEO will follow up.*

5. Review and Approval of Previous Minutes (*Resolution to Approve*)

5.1 April 13 – 14, 2023

Under section 12.3, “suggest” was changed to track.

MOTION #2:

Moved: Fred Enns Seconded,

That the Board Meeting Minutes, April 13 - 14, 2023, be approved as amended.

CARRIED

6. Business Arising

President Purcer followed up with the RCA Nominating Committee on the Board’s suggestions regarding skills, competencies and better ways to present the candidates.

Kamloops RC – Director Fritz-Nemeth will provide an update under his section.

Fredericton RC – Provincial Director Ventnor will provide an update under his section.

7. President's Report.

- Attended the Royal Canadian Henley Regatta monthly meeting.
- Attended the Canadian Olympic Committee meeting in Toronto. This was during a federal strike and the impact of that on summer sport NSOs was discussed along with managing High Performance teams during a time of high inflation.
- It was announced that Dr. Mike Wilkinson was selected as the first Chief Medical Officer of the Canadian Olympic Committee.
- Along with other RCA board members, attended 4 of the COC's Governance Educational Series sessions.
- Attended the RCA - PRA update meeting.
- Attended the RCA Governance and Policy Committee Meeting.
- Attended the Ontario small boat trials in Welland.
- Attended the Mother's Day Regatta in St. Catharines, also participated as an umpire.
- Attended the National Come Try event in St. Catharines – one of many Come Try events that were held across the country.
- Attended the CSSRA meetings leading up to the regatta. Also attended the CSSRA regatta as an umpire – there was an increase in participation as compared with the prior year.
- Attended the Joe Lytle celebration of life – Joe helped set up the rowing infrastructure in Ontario, managed many events over the years as an umpire and encouraged rowing opportunities for all. He was a great volunteer.

8. Governance Discussion

8.1 Update from the Ministry of Sport

Based on an update from the Ministry of Sport, the following 2 items were noted:

- The requirement for NSOs to adopt the new Canadian Sport Governance Code by 2025.
- Sport Canada will be monitoring and evaluating reference level funding - an increase in oversight.

8.2 Update on Governance Plan

Janis Riven will attend the Board Meeting in November to provide additional training with respect to the role and responsibilities of a national board member along with other areas. Funding has been set aside for the training.

Director Fritz-Németh provided the Board with a governance briefing note and the following recommendations in advance of the next meeting:

1. Agree to the number of training sessions per year
2. Agree to the next three topics to be covered
3. Designate someone to prepare the orientation presentation

NEXT STEPS

- *Input on first two recommendations from each Board member by the end of June 2023.*
- *A volunteer to be selected at the next Board meeting for item 3.*

8.3 Governance and Policy Committee Report

The Board discussed a report submitted by the committee chair:

President Purcer called for a meeting to review Governance and Policy Committee matters – meeting to include the President, CEO, Director Fritz-Németh and Director Enns.

9. Policies, Updates and Reviews

9.1 2014 Human Resources ToR

9.2 RCA Human Resources Tor (*Resolution to Approve*)

9.3 Terms of Reference - NTC Project Governance Committee

The Board reviewed the terms of reference for the NTC Project Governance Committee.

The Committee will report to the Board and will oversee 3 areas of the project: design, fundraising and build. Each area will be managed by a smaller sub-committee that will report to the Committee and each report will include a risk assessment.

Amendments:

- The name of the committee was amended to *NTC Project Committee*.
- Under the Fundraising Campaign Committee:
Develop a marketing plan to “sell” the NTC to RCA community was amended to:
Develop a marketing plan to generate awareness, engagement and support for the NTC among the RCA community and in the Cowichan Valley
- The defined terms for the sub-committees will be moved to the 2nd paragraph.
- Under the accountability section, each report will include a risk assessment.

Annex A includes the current status of the project and will be reviewed and amended from time to time by the Committee.

MOTION #3: NTC Project Committee Terms of Reference

Moved: Fred Enns Seconded,

That the NTC Project Committee Terms of Reference be approved as amended.

CARRIED

10. Finance – Operating Cash Flow and Line of Credit – In Camera (*Resolution to Approve*)

MOTION #4: In Camera

Moved: Tom Hawker Seconded,

That the meeting be moved In Camera to discuss financial matters.

CARRIED

10.1 Letter of Agreement – Amendment & Restatement

10.2 RCA Cash Flow Projections - April-July 2023-2024

MOTION #4: Out of In Camera

Moved: Lindsay Bergen Seconded,

That the meeting be moved Out of In Camera.

CARRIED

MOTION #5: BMO Letter of Agreement

Moved: Lindsay Bergen Seconded,

That the Board approve the BMO line of credit provided that it be used only to provide the funding which is referenced in RCA By-law 17.6 and that the security given for the line of credit funding be limited to the amount allowed by By-law 17.6 and is subject to an adjustment to the Registered General Security Agreement ("GSA") by the bank.

CARRIED

11. CEO Report

11.1 U19 Lightweight Working Group Interim Report

The Board reviewed an interim report provided by the U19 Lightweight Working Group.

Any recommendations by the working group need to be approved by the Board.

Consultation with various stakeholders including medical, international, coaches and committees will begin soon.

A survey will be included with an interim report to the RCA community.

11.2 Staffing Update

- A very experienced person has been hired as National Events Manager – Rachel Wolfe.
- Laura Isherwood has resigned from RCA and has been hired by the Canadian Sport Institute.
- Taylyr Dickinson will be hired as RCA's para lead.
- A new Safe Sport Manager will need to be hired.

- An interim coach has been hired as High Performance Manager – Tom Morris will provide needed support to RCA coaches.
- The RCA Organization Chart will be updated.

11.3 Para Rowing Update

Taylry Dickinson has been hired to manage the para program. She is holding by-weekly meetings with RCA rowing clubs that have para programs. The goal is to create a sustainable, inclusive strategy for all abilities including recreational and the High Performance Para Program.

Taylry will be working with the Canadian Henley Rowing Corporation on a para camp that will also include US rowing. Para classification may also be considered.

11.4 Accountability Committee update – Chair (*Resolution to Approve*)

The Board reviewed an interim report provided by the RCA Accountability Committee.

The Accountability Committee met last week and recommended Max Lattimer as Chair and Megan Montgomery as Vice-Chair. Other members of the Committee include Steve Van Knotsenburg, Alex Davidson, Emily Jago, and Isabelle Cayer.

MOTION #6: Chair, RCA Accountability Committee

Moved: Tom Hawker Seconded,

That Maxwell Lattimer be appointed as Chair of the RCA Accountability Committee.

CARRIED

11.5 RT Report Gap Analysis

The Board reviewed an updated progress report on R-T Recommendations. This document was also provided to the Accountability Committee. A progress report will go out to the RCA community following additional review by the Committee.

12. Treasurer’s Report – (Hawker)

12.1 Briefing Note - Audit Committee motion June 2023

The Board reviewed a briefing report regarding the RCA Audit Committee. The RCA By-laws require a minimum of 3 voting members - the current committee includes Mike Walker, Director Fritz-Németh and Peter McClelland although Peter may not be able to fulfill his duties due to work commitments. As a result, an additional person is required to ensure there are enough voting members on the committee.

W.R.G. (Bill) Abbot was recommended for the position based on his qualifications and has agreed to stand for consideration by the Board. Following a review of Mr. Abbott’s CV the Board considered the following motion:

MOTION #7: Appointment, RCA Audit Committee

Moved: Tom Hawker Seconded,

That W.R.G. (Bill) Abbot be appointed to the RCA Audit Committee.

CARRIED

13. Provincial Director (Ventnor)

13.1 PAC Report

The Board discussed the Fredericton Rowing Club's membership status, which is currently under review by Rowing New Brunswick Aviron.

Provincial Director Ventnor is working with the CEO and Director of Partnerships and Sport Development to ensure PAC is up-to-date on RCA communications around safe sport, national events and the Canada Games.

14. Athlete Director (Bergen)

14.1 NTC Athletes Report

Nothing to add.

15. Director at Large (Thorne)

15.1 Board Workplan and Action Items

In order to formalize RCA Board activities and goals, Director Thorne provided the directors with a briefing note and samples of a workplan and action list template.

Important that action items are captured and reviewed at each board meeting. The Board also needs to establish a workplan to be better organized and on-task with deliverables and governance oversight.

The action items could be updated and reviewed at each board meeting. The annual workplan could also be considered at the November board meeting.

President Purcer thanked Director Thorne and noted it will be an ongoing practice by the Board to keep these forms up-to-date.

16. Director at Large (Enns)

16.1 Member Engagement

Director Enns provided a worksheet related to issues of concern raised by the rowing community leading up to the Special Meeting of Members.

The Board will review the document individually and share their thoughts by end of June 2023.

17. Director at Large (Fritz-Németh)

Minor issues were noted regarding 2 RCA rowing clubs.

18. Next Meeting – July 12, 2023

It was determined that due to time constraints, the following items were tabled to a future meeting.

19. CEO Performance Review: Staff Excused (*Board Only, In Camera*)

19.1 Briefing Note Human Resources Terms of Reference (ToR)

20. Adjournment

The meeting was adjourned at 6:15 p.m. PDT.