



Rowing Canada Aviron  
BOARD OF DIRECTORS MEETING  
August 8, 2023

Via 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 the meeting will mainly be focussed on the audit but there are a few other items that need to be dealt with.

Director Enns delivered a Territorial Acknowledgement.

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

Item 12.2 *High Performance and NextGen Update*, will be covered under the Athlete Director's section.

**MOTION #1: Agenda**

Moved: Paul Fritz Nemeth Seconded,

That the Board Meeting Agenda, August 8, 2023, be approved as amended.

**CARRIED**

#### 4. Declaration of Conflicts of Interest

None.

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

June 15, 2023

Spelling error to Para Lead name: Taylyr Dickinson

MOTION #2:

Moved: Fred Enns                      Seconded,

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

CARRIED

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MOTION #3:

Moved: Derek Ventnor                      Seconded,

That the Board Meeting Minutes, June 29, 2023, be approved.

CARRIED

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#### 6. Business Arising

Board Meeting – June 15, 2023:

With respect to the Board's Motion #5 regarding the line of credit, this has not yet been approved by the Bank of Montreal.

Regarding Item 8.3, Governance and Policy Committee Report, next steps were considered by the Board and the Governance and Policy Committee. It was agreed that it would be beneficial to hire a governance professional to consider the Committee's work and to prepare a report on governance changes including proposed amendments to the RCA By-laws. Janice Riven has been contracted and is clear on the timeline requirements. She will work with a small sub-committee including the Chair, Peter Klinkow, and Director Enns.

#### 7. Correspondence

None.

#### 8. President's Report (Purcer)

No report.

#### 9. Treasurer's Report – (Hawker)

9.1 In Camera (*Resolution to Approve*)

MOTION #4:

Moved: Tom Hawker                      Seconded,

That the meeting be held in Camera to consider the Audited Financial Statements.

CARRIED

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9.2 Financial Update

MOTION #5:

Moved: Dana Thorne                      Seconded,

That the meeting be held Out of In Camera.

CARRIED

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9.3 Audited Statements – March 31, 2023

MOTION #6:

Moved: Fred Enns                      Seconded,

That the Audited Financial Statements be approved for the fiscal period ending March 31, 2023.

CARRIED

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The Audit Findings Report was reviewed by the Audit Committee. The final version was not available but there were no substantive issues reflected in the report.

9.4 Audit Committee Report

Moved: Paul Fritz-Németh                      Seconded,

That the RCA Audit Committee Report of July 27, 2023 be accepted.

CARRIED

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9.5 Recommendation - Appointment of the Auditor – March 31, 2024

MOTION #7:

Moved: Tom Hawker                      Seconded,

That Grant Thornton LLP be recommended as auditors for period ending March 31, 2024.

CARRIED

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9.6 Financial Update

A first quarter financial update will be provided to the Board via e-mail after the information has been reviewed.

## 10. RCA Nominating Committee Update (Hawker)

Following the Call for Nominations, there were 3 expressions of interest received by the Committee for 2 director at large positions to be elected at the 2023 RCA Annual Meeting. All 3 candidates were well qualified and each was interviewed by the Committee and included on the first closing date notice to the membership.

## 11. NTC Project Committee Appointments (Enns) *(Resolution to Approve)*

Following the approval of the terms of reference for the NTC Project Committee (NTC PC) at the June meeting, the Board considered the appointments of individuals to sit on the NTC PC and its subcommittee - the Fundraising Campaign Committee (FCC).

Next Steps:

The appointees will carry the project forward and bring additional nominations to the Board as soon as possible.

### MOTION #8: NTC Project Committee Appointments

That the following persons are appointed to the NTC Project Committee in the positions indicated below:

- RCA Director (Committee Chair) - Tom Hawker
- RCA Director (Vice-Chair) - Fred Enns
- RCA Chief Executive Officer (CEO) - Terry Dillon
- RCA High Performance Director (HPD) - Adam Parfitt
- Chair of Fundraising Campaign Committee - John Lehnen
- RCA Community Person - Ernie Mansueti
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CARRIED

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### MOTION #9: Fundraising Campaign Committee Appointments

That the following persons are appointed to the Fundraising Campaign Committee being a sub-committee of the NTC Project Committee in the positions indicated below:

- Chair - John Lehnen
- Professional fundraiser - Jennifer Blunt

CARRIED

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Regarding other positions on the NTC-PC, the Athlete Director will follow up directly on the selection of the Athlete Council Representative.

The additional community member positions will be filled later.

## 12. CEO Report (Dillon)

### 12.1 Funding Update

Core Funding and enhanced excellence funding have been approved as expected.

RCA will also apply separately for Safe Sport Funding and Community Sport for All Funding. The option to apply for Diversity and Equity Funding may be available later this year.

## 12.2 HP and Nextgen Update

RCA's NextGen, Junior and U23 Team athletes were recognized by the Board for their successful performances at the CanAmMex regatta and world championship events.

## 12.3 New Minister for Sport

It was noted that a new Minister has been recently appointed – the Honorable Carla Qualtrough, Minister of Sport and Physical Activity.

## 13. Provincial Director (Ventnor)

### 13.1 PAC Report

Director Ventnor and Jennifer Fitzpatrick visited New Brunswick in July. Meetings were held with Rowing New Brunswick Aviron (RNBA) and representatives from the New Brunswick government regarding the recognition of RNBA as a Provincial Sport Organization (PSO). Following this discussion, it was noted that RNBA will be recognized as a PSO – a requirement of the 2029 Canada Summer Games Council.

Other discussions included provincial rowing association governance.

Director Ventnor is also working on building the relationship between RCA and the Provincial Advisory Council.

## 14. Athlete Director (Bergen)

### 14.1 NTC Athletes Report

MOTION #10:

Moved: Dana Thorne      Seconded,

That the meeting be held In Camera to review a National Team Athletes report.

CARRIED

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MOTION #11:

Moved: Dana Thorne      Seconded,

That the meeting be held Out of In Camera.

CARRIED

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## 15. Director at Large (Thorne)

It would be helpful to the Board to have a report prepared on the action reporting templates.

Director Thorne submitted an expression of interest and will be on the slate for election at the 2023 Annual Meeting.

Director Thorne will be a speaker at the National Team athlete send-off event.

Regarding an action item from the previous meeting, Director Thorne has not yet finalized a report on best practices for an employee annual review.

## 16. Director at Large (Enns)

Important to note that the NTC Project Committee terms of reference includes a requirement to provide the Board with quarterly reports on risk assessment. In addition to these reports the Committee has started to collect and organize all of the legal documents, while considering evidence of completion and risk assessment.

A report will be provided at the next Board meeting.

## 17. Director at Large (Fritz-Németh)

As a follow up to the June report and based on feedback, board governance training sessions will be held twice a year - in April and November. Topics to be considered include Roles and Responsibilities at the November meeting, and Parliamentary Procedures in April.

There will be additional discussion on hiring a governance professional to conduct the sessions, led by President Purcer.

Director Fritz- Németh will also provide a report regarding orientation of new board members - this should be managed by a current director.

## 18. Annual Meeting Governance (Murdoch)

### 18.1 Appointment of the Annual Meeting Scrutineer - *(Resolution to Approve)*

#### MOTION #11:

Moved:       Derek Ventnor                       Seconded,

That Jeff Lay be appointed as scrutineer for the 2023 RCA Annual Meeting.

CARRIED

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### 18.2 Governance Calendar: 2023 - 24

The Secretary provided a calendar of important dates as related to RCA By-law requirements.

By-law amendments were discussed including the requirement to provide the Board and membership with 21 days notice, respectively.

The Board discussed timing around nominations for director.

Following the period for expressions of interest and the first closing date, it was noted that the membership may submit additional nominations for election by August 22nd, 30 days prior to the Annual Meeting.

**19. Next Meeting – Annual Meeting, September 21, 2023**

**20. Adjournment**

The meeting was adjourned at 6:30 p.m. PDT.