



Rowing Canada Aviron
BOARD OF DIRECTORS MEETING
December 13, 2023
at 4:00 p.m. PST

via Zoom

MINUTES

ATTENDANCE:

Board of Directors:

Carol Purcer, President
Lindsay Bergen, Athlete Director
Mike Bryden, Director
Fred Enns, Director
Paul Fritz-Németh, Director
Charles Minett, Director
Dana Thorne, Director
Derek Ventnor, Provincial Director, Treasurer

RCA Staff:

Terry Dillon, CEO
Sid Murdoch, Secretary
Adam Parfitt, High Performance Director
Jennifer Fitzpatrick, Director of Partnerships and Sport Development
Kim Bell, Director of Finance

Governance Consultant:

Janis Riven

1. President's Opening Remarks and Territorial Acknowledgement

President Purcer opened the meeting at 4:00 p.m. PST with a Territorial Acknowledgement.

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

MOTION #1: Agenda

Moved: Lindsay Bergen Seconded,

That the Board Meeting Agenda, December 13, 2023, be approved.

CARRIED

3. Declaration of Conflicts of Interest

None

4. RCA's Governance Renewal with Janis Riven

Consultant Janis Riven presented the Board with an overview of a risk management framework for 2024 - 2027

Roles and oversight management were reviewed.

The Canadian Sport Governance Code (the Code) requires that Board's move away from operations in order to provide proper oversight and stewardship of the organization.

That includes approval of a Strategic Plan to be developed by the CEO and staff leadership team. A considerable amount of work around the current strategic plan has already been done. That could be used as a foundation towards an updated plan.

4.1 Risk Management Framework

The importance of developing a risk framework was noted in order to identify, assess and mitigate risk with a strategic response.

To simplify procedures, organize risk into 4 categories:

1. Strategic Risk
2. Operational Risk
3. Financial Risk
4. Compliance Risk

4.2 Strategy Planning Process

Develop a planning process to achieve the goals, vision and steps for implementation of the 2024 - 2027 Strategic Plan. The current strategic plan can be a starting point.

Assign roles and responsibilities related to each step of the strategic planning process for the Board, CEO and Lead Staff.

Include achievable goals and metrics within the plan - needs to be realistic and measurable.

1. Develop RCA Statement of Purpose:
 - One easy sentence to inspire staff, members and the board
2. Focus on 3 Goals -what RCA wants to achieve by 2027
 - Each goal clearly links to helping support the RCA Purpose
 - Determined by Board and Leadership Team based on careful risk assessment (SWOT)
 - Focus of a strategic planning session with Board and Leadership Team
3. Develop 3 or 4 appropriate Smart Tactics for each Goal
 - Developed and presented by CEO and Team to Board for approval (Strategic Plan)

4. CEO prepares 2024 plan and budget based on what is achievable for 2024
 - CEO reports on achievements and roadblocks at each meeting for board discussion

Next Steps:

President Purcer will meet with the CEO and Janis Riven to discuss the timeframe for a board meeting dedicated to the development of the Strategic Plan, including a Risk Management assessment as required by the Code. The meeting will be longer than normal and scheduled as soon as possible based on the Board's availability.

5. RCA By-law Amendments (*Resolution to Approve*)

The Board discussed the approval of multiple amendments to the CARA By-laws. It was determined that the amendments should be approved in principle to allow enough time to properly inform the membership and to make additional edits prior to final Board approval.

A communication will go out to the membership on December 15th.

Board members were requested to send their comments or questions regarding the annotated by-law amendments to Director Enns - an updated version with additional changes will be prepared in January.

5.1 Governance Review Position Paper for communication to RCA Community

The timelines for the communications to the membership were reviewed.

Save the date notice goes out on December 15th.

The notice of meeting including the by-law amendment document goes out January 5th.

5.2 RCA Bylaw Amendments Annotated Dec 4-2023

MOTION #2: CARA By-law Amendments

Moved: Fred Enns Seconded:

That the Amended and Annotated By-laws of RCA as presented to the Board on December 13, 2023 are approved in principle as a full set of by-law amendments that achieve alignment with the Canadian Sport Governance Code and good governance, for purposes of presentation to the members of CARA and further discussion prior to their adoption by the Board.

CARRIED

5.3 Communication Plan - Proposed By-law Amendments and Structural Changes

Date	Description
12/5	Finalize annotated amended by-laws for board approval

12/5	Develop Position Paper for publication to Members that explains the process, reasons for making the Code alignment changes and arrival at Board decisions on Amendments
12/5	Board members requested to waive 21-day notice period to consider S. 24 by-law change – Prepare communication to explain
11/30	Decide dates of 2 town halls (placeholder for January 11 and February 7)
12/01 – 12/20	Develop slide presentation and script for Town Halls
12/5	Board receives additional communication package for members related to by-law amendments including Position Paper
12/7	Develop social media rollout plan – consider place for questions/concerns that can be monitored and responded to.
12/13	Board approval by 2/3 majority of S. 24 by-law amendment, approves in principal the revised Annotated by-laws, and proposed communications to Members (Position Paper)
12/14	Friendly e-notice to members and post on front page of website – RCA is revitalizing its governance – what to expect (Provide Position Paper, Annotated by-laws, documents that explain the Section 24 by-law amendments to be ratified on January 28 and timing of Formal Notice of By-law Amendments and Town Halls) and include ‘Save the Date’ for Semi-Annual Meeting.
12/15	All materials go onto website and social media: Position paper Annotated by-laws Invitation to Town Halls Invitation to visit comments page
Before Jan 5	Formal Notice of Semi-Annual Meeting must be sent electronically to members with communication regarding the two townhall online sessions and the plenary sessions on Governance Renewal and By-law changes at the Semi-annual meeting.
Jan 11 TBC	Hold 1 st Town Hall session to discuss By-law and Governance changes.
Jan 28	Semi-Annual Meeting – a. Ratify Section 24 By-law amendments b. Plenary session on Governance Renewal/Sport Code Alignment/ By-law changes c. Notify members of Special Meeting – February 29th
Jan 28	Board holds special meeting to approve complete amended by-laws
Feb 7 TBC	Hold 2 nd Town Hall to discuss By-law and Governance changes.
Feb 29	Special Meeting of members to ratify / approve all remaining By-laws and Article amendments

5.4 Governance Renewal 2024 Member Communications

A member communications document was reviewed by the Board.

5.5 RCA Board Meeting Briefing Note to amend Section 24 of the By-laws (Resolution to Approve)

MOTION #3: Section 24 - Amendment of the Articles and By-Laws

Moved: Fred Enns Seconded:

~~Except for fundamental changes set out in paragraph 25.6, and except for anything in the by-laws that is included in the Articles, these by-laws may be amended or repealed, in whole or in part, by a Special Resolution at any meeting of the Board of Directors held after the Annual Meeting and prior to,~~

~~and in accordance with the notice requirements for, the following Semi-Annual Meeting.~~

~~Changes to the Articles and By-laws of CARA may be made from time to time in accordance with the provisions of the Act, as modified by the following two sections.~~

~~24.2 Notice of Proposed Change~~

~~Notice of any proposed change must be given to all directors at least 21 days in advance of the Board of Directors meeting where such amendments are to be considered.~~

~~24.3 Effective Date of Change Resolution of Members~~

~~All changes concerning the by-laws which are passed by the Board of Directors shall be effective until the next Semi-Annual meeting of the members, at which time all such changes must be ratified by a Special Resolution at the meeting.”~~

~~Sections 24.4, 24.5 and 24.6 are deleted entirely.~~

CARRIED

6. Review and Approval of Previous Minutes

6.1 November 4-5, 2023 (*Resolution to Approve*)

Amendments:

- Remove staff skill gaps
- Replace Coastal Rowing with Open Water Rowing
- Add the men’s 8 and men’s single to the Olympic Qualification paragraph.

MOTION #4:

Moved: Paul Fritz-Németh Seconded,

That the Board Meeting Minutes, November 4 - 5, 2023, be approved as amended.

CARRIED

6.2 November 27, 2023 (*Resolution to Approve*)

MOTION #5:

Moved: Fred Enns Seconded,

That the Board Meeting Minutes, November 27, 2023, be approved.

CARRIED

7. Business Arising

Committee Appointments:

MOTION #6:

Moved: Fred Enns Seconded,

That Lindsay Bergen and Derek Ventnor be appointed to the RCA Human Resources Committee.

CARRIED

MOTION #7:

Moved: Paul Fritz-Németh Seconded,

That Charles Minett be appointed to the RCA Nominating Committee.

CARRIED

7.1 RCA Board Meeting Action List

Board members will send their edits to the Secretary.

8. CEO Report

8.1 Funding Update

CSI 2.0 funding has been approved for the amount of 1.3 million.

Diversity and equity funding will be announced in February.

8.2 Abuse Free Sport (OSIC) - Signatory Agreement

The CEO updated the Board on negotiations for the renewal of RCA's signatory agreement with OSIC.

8.3 U19 LWT Working Group - Report

The Board acknowledged receipt of a report from the U19 Lightweight Working Group.

MOTION #8: U19 Lightweight Working Group Report

Moved: Fred Enns Seconded,

That the RCA Board acknowledges receipt of the U19 Lightweight Committee report - to be discussed in full by the Board at a later date.

CARRIED

9. Treasurer's Report (Ventnor) - *In Camera*

MOTION #9: In Camera

Moved: Paul Fritz-Németh Seconded,

That the meeting be held In Camera to discuss committee and financial reports.

CARRIED

9.1 Committee on Dues and Fees Report

9.2 National Training Centre Project Committee Update (Enns)- In Camera

MOTION #10: Out of In Camera

Moved: Paul Fritz-Németh Seconded,

That the meeting be held Out of In Camera.

CARRIED

MOTION #11: Amendment to the agreement between the Duncan Community Lodge and RCA

Moved: Fred Enns Seconded,

That the Contract Amendment between the Canada Amateur Rowing Association (as Purchaser) and the Duncan Community Lodge Society (as Vendor) signed as of November 23, 2023, whereby the deadline for completion of the purchase, regarding the Offer to Purchase Agreement dated September 28, 2022 and accepted October 3rd, 2022 between the Purchaser and the Vendor, was extended to March 31, 2024, among other matters, be and is hereby approved and ratified;

That the execution by Terry Dillon, Chief Executive Officer, of the Contract Amendment on behalf of the Purchaser be and is hereby approved and ratified and that he acting either alone or together with any one director of the Rowing Canada Aviron is hereby authorized to take such further action, do all things necessary and sign such further documents as may be required to give full force and effect to the foregoing.

CARRIED

10. Policies, Updates and Reviews

10.1 Briefing Note - Update to the Independent Review Accountability Committee

The Board considered amendments to the Independent Review Accountability Committee TOR. The following section was amended to:

5.2 The RCA Board will appoint a current Board member to be the liaison between the Independent Review Accountability Committee and the Board;

MOTION #12: Independent Review Accountability Committee Terms of Reference

Moved: Lindsay Bergen Seconded,

That the amendments to the Independent Review Accountability Committee Terms of Reference be approved.

CARRIED

11. RCA Award's Committee Report (*Resolution to Approve*)

The Board reviewed the report of the 2023 RCA Awards Committee.

MOTION #13: 2023 RCA Awards Committee Report

Moved: Mike Bryden Seconded,

That the 2023 RCA Awards Committee Report be approved.

CARRIED

12. President's Report

Attended the:

- US Rowing and COPARE meetings. Further details to be provided.
- Committee on Dues and Fees meetings
- Canadian Olympic Committee Summer Caucus Meeting
- St Catharines Hall of Fame Induction Ceremony
- CSSRA Annual Meeting
- Lasalle RC Awards Night
- Henley Commission Meeting
- Opening of the RowOntario High Performance Centre
- RowOntario Coaches Conference
- CEO performance review meeting
- Awards Committee Meetings
- St. Catharines RC Captains Dinner
- Governance and Policy Committee Meetings
- Sport Canada Meeting
- US Rowing Coaching Conference

13. Provincial Director (Ventnor)

13.1 Provincial Advisory Council (PAC) Report

A PAC report will be provided to the Board at the RCA National Conference.

A Joint Board - PAC meeting will also be held at the conference - an opportunity to meet face to face with PAC. Alignment and cooperation will be a major topic. A meeting after the conference will also be held with staff regarding Safe Sport Integration.

13.2 Canadian Henley Regatta Joint Commission Update

At the previous meeting the Board recommended the appointment of Serge Paquin as Commissioner - that has been formally approved.

It was noted that Rachel Wolf is a commission member along with Provincial Director Ventnor.

The Canadian Henley Regatta Chair has also been appointed – Tom Blacquiére.

A commission planning meeting will be held in January.

14. Athlete Director (Bergen)

Attended an athlete council meeting with respect to High Performance operations. Some of the athlete council members will meet with the HP Director to address the women's program including coaching.

Attended meetings with the National Team Alumni Association. Topics of discussion included the parameters around racing as an alumnus member.

Funding provided by the Canadian Rowing Foundation was discussed.

RCA Conflict of Interest Policy:

Having RCA committee members sign the Conflict of Interest Policy was discussed by the Board.

15. Director (Enns)

16. Director (Fritz-Németh)

Consider adding an optional day at the national conference for a brainstorming session.

17. Director (Bryden)

The importance of communications was noted. Director Bryden offered to assist with RCA messaging.

18. Director (Minett)

As a member of the RCA Nominating Committee, looking forward to engaging everyone in that process as soon as possible.

19. Director (Thorne)

Important to have a transparency discussion around communications.

Director Thorne met with the RCA Accountability Committee. Discussed the Rueben Thomlinson report. OTP may provide funding for the development of a cultural matrix.

The Board's schedule will be shared with the committee with respect to committee reports. The committee is committed to providing a report. It was noted by the Board that a regular communication to the membership is very important.

It was also noted that timing for agenda items should be added to the agenda.

20. Next Meeting

The next meeting will be held at the National Conference in Quebec City on January 27th. Board members were requested to contact the RCA office with the travel requests.

21. Adjournment

The meeting was adjourned at 7 p.m. PST.