



Rowing Canada Aviron  
BOARD OF DIRECTORS MEETING  
November 4 - 5, 2023

at the

[Hotel Grand Pacific](#)

SCHEDULE:

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 (Nov. 4<sup>th</sup>)  
Jennifer Fitzpatrick, Director of Partnerships and Sport Development (Nov. 4<sup>th</sup>)

**Governance Consultant:**

Janis Riven (Nov. 4<sup>th</sup>)

**1. President's Opening Remarks and Territorial Acknowledgement**

President Purcer opened the meeting at 9 am and followed with a territorial acknowledgement.

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

The following items were added to the agenda:

8.5 Accountability  
8.6 Staff Update  
18. Director Thorne

## MOTION #1: Agenda

Moved: Paul Fritz Nemeth                      Seconded,

That the Board Meeting Agenda, November 4 – 5, 2023, be approved as amended.

CARRIED

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### 3. Declaration of Conflicts of Interest

None.

### 4. Review and Approval of Previous Minutes

#### 4.1 August 8, 2023 (*Resolution to Approve*)

Under 12.3, the new Minister should be listed as *The Honourable Carla Qualtrough, Minister of Sport and Physical Education*

13.1, change to:

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

## MOTION #2:

Moved: Fred Enns                      Seconded,

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

CARRIED

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#### 4.2 September 21, 2023 (*Resolution to Approve*)

## MOTION #3:

Moved: Paul Fritz Nemeth                      Seconded,

That the Board Meeting Minutes, September 21, 2023, be approved.

CARRIED

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### 5. Business Arising

#### 1.1 RCA Board Meeting Action List

The action list was reviewed by the Board. The updated version will be provided at the December meeting.

### 6. RCA's Governance Renewal with Janis Riven

#### 6.1 Sport Canada Governance Code

The presentation by Janis Riven included background on the governance work that has been done and next steps in order to align RCA with the Sport Canada Governance Code. This included a review of recommendations for amendments to the RCA By-laws put forward by the Governance and Policy Committee.

The Board considered 4 major amendments:

#### 6.1.1 President (Chair) Election

Code requirement: *B8. Each board must have a board chair who should be elected by the directors.*

Although this amendment was not currently recommended by the Governance and Policy Committee, the Board determined that it should align with the Code and approve the amendment based on the following:

- Compliance with the recommendation will be required by 2025
- The amendment aligns with best governance practices
- The Board is in a better position to understand the requirements of the position and to also create a succession plan for this important position.

As a result, the following resolution was approved:

#### MOTION #3: Canadian Sport Governance Code B8

Moved: Dana Thorne

Seconded:

To align with the Canadian Sport Governance Code B8 - “each board must have a board chair who should be elected by the directors” - and to implement a succession policy in order mitigate power abuse and term abuse.

CARRIED

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#### 6.1.2 Director Nomination

Code requirement: *B5 (Diversity), B6 (Athlete Rep), B7 (Skills Matrix) & C3 (Nominating Committee Composition) requiring changes to the process and requirements for finding appropriate board members.*

Important that the process includes a robust nominating committee process to seek out directors that fulfill the board’s requirements for the positions.

To assist with the process, RCA’s governance consultant will provide draft policies and procedures, templates, an attributes matrix - the internal tools needed to update the current process.

#### MOTION #3: Director Nomination - Code requirement: B5 (Diversity), B6 (Athlete Rep), B7 (Skills Matrix) & C3 (Nominating Committee Composition)

Moved: Dana Thorne

Seconded:

To support the Governance and Policy Committee’s by-law amendment recommendation for B5 (Diversity), B6 (Athlete Rep), B7 (Skills Matrix) & C3 (Nominating Committee Composition).

## CARRIED

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### 6.1.3 Role of the Treasurer

The proposed amendment by the Governance and Policy Committee keeps the role of Treasurer but keeps responsibilities at a higher level, including oversight of finance and risk and also requires the Treasurer to act as Chair of the Audit & Finance Committee. This aligns with code principles to detach the board from operations.

#### MOTION #4: Role of the Treasurer

Moved: Derek Ventnor                      Seconded:

To support the Governance and Policy Committee's by-law amendment recommendation for the role of the Treasurer.

## CARRIED

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### 6.1.4 Communication of Board Meeting Minutes

#### MOTION #5: Communication of Board Meeting Minutes

Moved: Dana Thorne                      Seconded:

To support the Governance and Policy Committee's recommendation that Board Meeting Minutes are protected under the NFP Act and will not be posted on the RCA website.

## CARRIED

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As part of RCA's communication protocol to replace the posting of minutes on the RCA website, the President will prepare a summary report following each scheduled board meeting to be circulated to the membership. Board members will have an opportunity to review the report prior to circulation.

#### Action #1

*It was noted that in 2022, the Board approved providing an unaudited quarterly financial summary update to the membership – to be included for discussion at the December board meeting:*

Other Changes:

*Increase board size from current 7, to 8 or 9 (Code expects 7-11):*

Rationale:

- Better distribution of board member workload
- Ensure more capacity to meet the skills and diversity requirements of RCA

#### MOTION #6: Number of Directors

Moved: Lindsay Bergen                      Seconded:

To amend the composition of the Board to consist of a maximum of nine (9) directors.

CARRIED.

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### **Policy Statement: Board of Directors and the Position of CEO**

No board member shall become the CEO or interim CEO during or within 12 months after their term.

#### MOTION #7: Director Term Limits

Moved: Paul Fritz-Németh                      Seconded:

That a Director may serve for a maximum of 9 years, that can be extended to a maximum of 12 years if the Director serves as Chair.

#### **Amendment to the Motion:**

That a Director may serve for a maximum of 9 years that can be extended to a maximum of 12 years if the Director serves as Chair, with the ability to allow discretion by the RCA Nominating Committee according to the RCA Governance Policy.

CARRIED.

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## 6.2 Risk Management & Strategic Planning

#### MOTION #8: Table 6.2 and 6.3

Moved: Dana Thorne                              Seconded:

That Items 6.2 Risk Management & Strategic Planning, 6.3 Introducing Board Evaluations, be tabled to a future meeting.

CARRIED.

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### **RCA Policy and Terms of Reference Amendments for Code Alignment: Internal Structure - to be Amended by April 2025**

The Governance and Policy Committee Terms of Reference will be evaluated and amended while considering the following:

- Governance & Ethics Committee
  - Change mandate of current 'Governance & Policy Committee'
- Requirement for CEO/CFO certification on certain specific financial matters
  - Change to CEO mandate
  - Change to Audit & Finance Committee TOR
  - Query whether the Treasurer has a certification responsibility in contemplated role
- Amend Board TOR to add specific responsibilities assigned by the Code
  - CEO hiring - succession planning

- Must provide annual diversity report
- Specific role in strategy and risk management oversight
- Develop Director on-boarding program – add yearly accomplishments as part of RCA’s communication strategy

### 6.3 Introducing Board Evaluations

#### Action #3

*It was noted that the section on board evaluations will be deferred to a future meeting.*

### 7. RCA By-law Amendments (Resolution to Approve) Nominating Committee:

Amendments to section 11 were discussed to provide additional time for the nominating committee to prepare its report to the membership - that section will be adjusted to allow at least 15 more days to conduct interviews and prepare the report.

A matrix for the director’s terms section should also be developed.

Janis Riven and Director Enns will update the By-law document with the amendments approved by the Board.

#### MOTION #9: In Camera

Moved: Dana Thorne                      Seconded:

That the meeting be held In Camera to review governance matters.

CARRIED.

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#### MOTION #9: Out of In Camera

Moved: Dana Thorne                      Seconded:

That the meeting be held Out of In Camera.

CARRIED.

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#### MOTION #8: Chief Executive Officer acting as Secretary General

Moved: Fred Enns                      Seconded:

That the person holding office of Chief Executive Officer is entitled to use the title of Secretary General when signing or acting on behalf of RCA.

CARRIED.

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### 8. CEO Report

#### 8.1 Update on Strategic Priorities (Dillon)

The Board reviewed a briefing note on strategic priorities. The following was a current assessment:

It was noted that there are several environmental factors, both external and internal, that continue to impact RCA's ability to make progress against its priorities:

External:

- Lack of leadership and fragmentation
- Lack of Provincial alignment
- Core sport system funding frozen since 2005
- Increased fragmentation of sources of funding
- Uncertainty and delays in funding
- Negative perception of the Sports System
- Abuse Free Sport (OSIC) – 'moving goalposts'
- New Sport Canada Governance Code
- Increasing reporting requirements
- Failure of Major Games Hosting
- Pressure on Olympic quotas

Internal:

- Legacy of recent turmoil and disruption
- Lack of resources and funding gaps
- Demand outstrips capacity
- Passionate and hardworking staff
- Volunteer 'Burnout'

RCA lead staff members discussed the state of the national domestic and high performance programs with the Board.

SP #1 – Safe and Inclusive Culture

*Take steps to foster a safer and more inclusive culture that engages the diversity of Canada*

- National Sport Organization signatories regarding the Office of the Sport Integrity Commissioner (OSIC) were discussed, including the legal aspects related to the requirement.
- The initiatives accomplished by RCA around Safe Sport and Culture were recognized by the Board.

SP #2 – Sustainable and Thriving Clubs

- The 2023 Great Indoors and National Come and Try days were very successful. Important that every province participates in 2024 if funding for the program is approved.
- Some RCA clubs are at capacity with respect to the number of rowing participants. Important that capacity questions are included in the RCA survey.
- The number of participants in the RCA web registration system has rebounded to almost pre-pandemic numbers.

SP #3 – Vibrant and Compelling National Events

*Develop a suite of vibrant and engaging National Events to support growth and diversity*

- The pandemic had an impact on scheduling and the ability to plan for events in advance.

SP #4 – Sustainable Success on World Stage

*Create conditions for success in Paris 24 and a sustainable pathway for athletes for LA28 and beyond*

SP #5 – Establish a National Training Centre

*Establish a National Training Centre in North Cowichan as a model for Canadian High Performance*

SP #6 – RCA is a Great Place to Work

*Well governed, sustainable, values driven organization, a Great Place to Work*

- National benchmarks for salaries have been reviewed.
- RCA has initiated a staff retirement plan.
- Bespoke training has been made available to empower staff.

## 8.2 National Report (Fitzpatrick)

- There is a Safe Sport policy review underway, including the culture and the role that safe sport plays at the club level.
- Office of the Sport Integrity Commissioner (OSIC) abuse free sport: Exclusively for national sport issues regarding the *Universal Code of Conduct to Prevent and Address Maltreatment in Sport* (UCCMS). Misconduct issues are covered under RCA's Independent Third Party (ITP) representative.
- A Membership Model Survey was sent to the membership last summer. No major changes needed according to the survey. The survey reflected that the National Come Try day has been well received by the membership at a reasonable expense. Respondents would like a discussion around short-term programs. People still need more information regarding development programs including, boys and girls clubs and high schools. It was a good response from the membership considering the time frame for the communication. Need to also consider looking at bridge program approaches such as short-term registration along with a model to reduce barriers.
- The University of Waterloo survey may be shared with RCA in November – the survey researchers will also attend the national conference. The Board, Staff, and PAC were part of the focus groups that participated along with select clubs.
- RCA WRS Membership numbers were reviewed - a 15% increase as compared with the prior year.
- The 2029 Canada Games will be held in New Brunswick. Important that rowing is included during the initial vetting process. Rowing's submission included a smaller team size to make it more manageable with 8 athletes per province.
- Roles, responsibilities and resources between RCA and Provincial Rowing Associations are under discussion. A gap analysis is also being developed to assist with communication and alignment. The current strategic planning process may also assist.



### 8.3 High Performance Report (Parfitt)

#### Open Water Rowing:

- RCA working groups will consider a framework for Beach Sprints now that it has been approved for the Los Angeles Olympics in 2028.
- It was noted that flatwater rowers are also rowing in Beach Sprints.

#### High Performance Program:

- The high performance program was discussed including current and future medal potential.
- Priorities for the 2024 High Performance Program were reviewed with the Board.
- The focus will be on the Women's program including the eight, lightweight double, men's eight and men's single for the 2024 Olympics through qualifying, along with growing the program with younger team members for future World Championships and Olympics.

#### PARA:

- The PARA program has a new lead staff member, Taylyr Dickinson. Taylyr will work on building the performance pathway and bringing new adaptive athletes into the sport.
- Provincial Rowing Associations have also benefited from the strategic shifts within the program.
- A PR1 Male and Female athlete may be considered by RCA for Olympic Qualification. Important to build a sustainable program.

#### NextGen Pathway:

- A new opportunity to represent Canada for NextGen rowers will be available at the World Championships in St. Catharines next year.
- There will be changes to RCA's high performance strategy including trial based selection, in particular for U19 athletes, and this has been helpful to provincial rowing associations as they feel more connected to this type of programming.
- The U23 team will also still have camp based teams for the best athletes.

#### Open Water Rowing:

- Need to create a Beach Sprint Roadmap – performance elements that are foundational to the sport. It was recognized that this is newly recognized sport and there will be many changes over the next few years. A regional qualifier will be held in June with tryout and skill development on day 1, second day for racing. World beach sprint categories also include U23 athletes.

### 8.4 U19 Lightweight Rowing Working Group (Dillon)

The Board reviewed a report from the U19 Lightweight Rowing Working Group.

The Committee is very engaged in the project that includes a review of a very comprehensive survey sent out to stakeholders in July 2023.

An additional report may be provided to the Board in December.

#### 8.5 Accountability Committee

The Accountability Committee is reviewing a gap analysis and is currently defining RCA stakeholders. Own the Podium may be able to assist with the project.

#### MOTION #9: Accountability Terms of Reference

Moved: Paul Fritz-Németh                      Seconded:

To amend the RCA Accountability Terms of Reference to reflect that Director Thorne is the liaison to the Board replacing the CEO.

CARRIED.

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#### Action #4

*President Purcer will follow up with the Accountability Committee and note that Director Thorne is the liaison on between the Committee and the Board.*

#### Action #5

*Further discussion of the Accountability Committee will be tabled to the next meeting.*

#### 8.6 Staffing Update

It was noted that Secretary / Admin Officer Sid Murdoch will retire from RCA as of March 31, 2023.

#### MOTION #9: In Camera

Moved: Derek Ventnor                      Seconded:

That the meeting be held In Camera to review Human Resources.

CARRIED.

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#### MOTION #10: Out of In Camera

Moved: Derek Ventnor                      Seconded:

That the meeting be held Out of In Camera.

CARRIED.

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### 9. National Training Centre Project Committee Update (Enns/Hawker)- In Camera

#### MOTION #11: In Camera

Moved: Paul Fritz-Németh                      Seconded:

That the meeting be held In Camera to review the National Training Centre Project.

CARRIED.

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MOTION #12: Out of In Camera

Moved: Lindsay Bergen                      Seconded:

That the meeting be held Out of In Camera.

CARRIED.

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MOTION #12: National Training Centre Project Agreement

Moved: Lindsay Bergen                      Seconded:

To authorize the Chair of the National Training Centre Project Committee to explore the possibilities of:

1. pursuing an agreement on an extension of the deadline from December 31st 2023 to March 31st 2024, and
2. to apply a deposit of up to \$250,000 for the ability to pay the vendor's creditor.

CARRIED

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It was noted that all work associated with the project should flow through the NTCP.

## 10. Treasurer's Report (Ventnor) - In Camera

10.1 Financial Update

MOTION #13: In Camera

Moved: Dana Thorne                      Seconded:

That the meeting be held In Camera to review financial reports.

CARRIED.

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MOTION #13: Out of In Camera

Moved: Dana Thorne                      Seconded:

That the meeting be held Out of In Camera.

CARRIED.

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## 11. President's Report

- Attended Royal Canadian Henley meetings in the role of RCA representative to replace Nancy Storrs.

- Attended the Royal Canadian Henley Regatta as an umpire.
- Attended a Canadian Paralympic Committee (CPC) membership update meeting where the CPC discussed their new Strategic Plan and governance changes. Also attended the CPC AGM.
- Attended the Canadian Olympic Committee Summer Caucus meeting where we discussed issues that impact summer sports. The Honourable Carla Qualtrough, Minister of Sport and Physical Education, spoke about improving the funding model and also a review of the sport governance code. As an added benefit to RCA, CEO Dillon is on the Executive of the Summer Caucus.
- Attended the RCA Awards Committee meetings.
- Attended the Head of the Charles Regatta and cheered on a number of Canadian boats.
- Attended the RCA Committee on Dues and Fees meetings.
- Attended the RCA Governance and Policy Committee meetings.
- Attended the Central Ontario Rowing Association Regatta and the RowOntario Championships Regatta as an umpire. This also provides an opportunity to engage with local coaches and member clubs.
- Attended the RCA major gifts fundraising meeting.
- Participated in the University of Waterloo research meeting.
- Attended the World Rowing Championships and Congress meeting. Made a presentation regarding the World Rowing Mega Championships to be held in St. Catharines. Defining gender was a major topic at the Congress. RCA's trans-inclusion policy may require some amendments.
- Met with the President of Rowing PEI.
- Attended the Brock Invite Regatta.
- Attended the Commonwealth Canada meeting.
- Volunteered at the RCA National Rowing Championships at Quamichan Lake.

#### Community Sport For All Initiative:

Member organizations have benefited from RCA's Community Sport For All initiative whereby clubs were able to make suggestions on future programs. RCA's presentation of those initiatives were presented successfully to the sport ministry and funding was approved for a number of diverse, thriving programs across the country - a model for the future.

President Purcer noted that there are 3 committees that require a board representative:

- Nominating Committee
- Human Resources Committee
- Awards Committee

#### Action #6

*RCA directors will confirm their representation on the committees with President Purcer.*

Terms of Reference documents for the Committees were provided to the Board by the Secretary.

#### 1.2 Canadian Henley Regatta Joint Commission Appointment (Purcer) Resolution to Approve

## MOTION #13: Canadian Henley Regatta Joint Commission Appointment

Moved: Derek Ventnor                      Seconded:

That Rachel Wolff, RCA National Events Manager, be appointed to the Canadian Henley Regatta Joint Commission.

**CARRIED**

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Other changes to the Commission were discussed.

### 12. Provincial Director (Ventnor)

#### 1.3 Provincial Advisory Council (PAC) Report

The Provincial Advisory Council Terms of Reference will be reviewed with PAC at the National Conference.

### 13. Athlete Director (Bergen)

#### 1.4 Verbal Report

- A leadership meeting was held with High Performance management pre and post World Championships. An opportunity for a debrief session and a review of National Team timelines.
- Attended the National Rowing Championships award's ceremony.
- Met with the RCA National Alumni Association Committee.
- Met with the Athlete's Council including a review of their election process and the need for an athlete representative on the NTC Project Committee.

### 14. Director (Enns)

#### Action #7:

- *Social media policy amendments should be on the agenda for the next meeting. Gaps that need to be reviewed.*

#### Action #8

- *By-law amendments to be considered in 2024 include the powers and authorities of the provinces and RCA with respect to membership.*

### 15. Director (Fritz-Németh)

For RCA Board in person meetings consider including optional brainstorming sessions with discussions regarding:

- Board performance and how we actually measure ourselves - metrics related to a yearly report
- A review of RCA's policy structure and gaps related to action items
- The role of a vice president or vice chair

### 16. Director (Bryden)

- To recognize the contributions of the late Jon Beare in a builder category and also a hall of fame nomination.
- A discussion around culture and key areas for improvement in that area.

#### 17. Director (Minett)

- No report

#### 18. Director Thorne

- Best practice for athlete engagement barriers
- Code of conduct for the Board
- The importance of the development of a financial strategy as noted by the Provincial Director
- The development of a communication strategy including the President's Report
- Operational structure - what the organization requires to meet its objectives
- Development of a strategic lens
- Club capacity and gaps related to that
- A compendium of board minutes / motions that are searchable
- President / Chair: define the role and expectations
- Athlete Director: define the role and think about support and safety related to the position
- Develop a conflict of interest matrix

#### 19. Board Meeting Calendar 2023 - 2024

##### MOTION #14: Board Meeting Calendar

Moved: Fred Enns                      Seconded:

That the Board Meeting Calendar for 2023 - 24 be approved.

CARRIED

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#### 20. Governance Calendar 2024

The secretary provided the Board with a calendar of governance related dates for 2024.

#### 21. CEO Annual Review update (Board only) In Camera

#### 22. Adjournment