



MEMORANDUM

To: PSO Senior Volunteers and Staff
From: Rob Newman - President and CEO, Sport BC
Date: Friday, April 13, 2018
Subject: 2018 Sport BC Annual General Meeting (45-day package)

Dear Sport BC Members,

Sport BC is pleased to announce the 2018 Sport BC Annual General Meeting.

Date: Tuesday, May 29th, 2018

**Time: 5:00 pm - 6:15 pm Registration and social event
6:15 pm – 9:00 pm Annual General Meeting**

**Location: Richmond Olympic Oval
6111 River Road
Richmond, BC V7C 0A2**

In preparation for the 2018 Sport BC Annual General Meeting, the following documents are included in this package:

1. Annual General Meeting Registration Form
2. Sport BC Board Nomination Process
3. Board of Directors Nomination Form
4. Summary of bylaw amendments

The Sport BC Constitution and By-laws are available on our website at www.sportbc.com under “Membership - Annual General Meeting”. If you require a hard copy please contact Christine Wong, Executive Assistant, at 604-333-3421.

Please note:

- Confirmation of receipt of nominations for the Board of Directors will be verified in writing at the time of receipt. If you do not receive a confirmation prior to the 4:00 pm deadline on Friday, April 27, 2018 please contact Christine Wong at 604-333-3421.
- The draft 2017 Annual General Meeting minutes are available on the Sport BC website at www.sportbc.com under “Membership – Annual General Meeting”.

Enclosures



ANNUAL GENERAL MEETING REGISTRATION FORM

Voting (Full) Members

Member Organization: _____

Name of President / Chair* or Designate** : _____

Signature: _____

Associate or Affiliate Members

Member Organization: _____

Title: _____

Delegate Name: _____

Additional Non-Voting Delegates

Name, Title: _____

Name, Title: _____

Name, Title: _____

* Official voting delegate

** If the President / Chair is not attending the Annual General Meeting, he/she must affix his/her signature thereby authorizing the above-noted Designate voter.

Please complete and return to Sport BC no later than Thursday, May 24, 2018 to:

Christine Wong, Executive Assistant: christine@sportbc.com



Sport BC Board Nomination Process and Application

The Sport BC Bylaws state that “Only individuals nominated and seconded by a Full member, or by a Director, shall be eligible to hold office. Nominations must be received by the Society, with an indication of acceptance by the Nominee, no later than 30 days before the date of the Annual General Meeting.” (Article 4, Section 2 ii).

Current Board Members

Board Member	Last Elected	Term Expires
Carey Dillen (Chair)	2016	2019
Heather Holden (Vice - Chair)	2016	2019
Lisa Kwiatkowski (Director-At-Large)	2017	2019
Greg White (Director-At-Large)	2017	2019
Michael Berkeley (Director, Finance and Audit)	2016	2018
Blair Lowther (Director-at-Large)	2016	2018

Positions Available for Nomination (Article 4, Section 4.2 iv)

Director-at-Large – 2 Year Term

Director, Finance and Audit – 2 Year Term

Nominations from the Board of Directors

The Board has received notice from Blair Lowther (current Board member) and Mario Ramos (current Finance Committee member) that each wishes to be considered for election at the upcoming Annual General Meeting. After careful consideration of the skills needed at the board level and those offered by these candidates, the Board intends to nominate each of these individuals for election at the Annual General Meeting. These nominations will be made in accordance with the Bylaws of Sport BC and will not preclude any members from putting forward additional board nominees.

Nominations Timeline

Note that all duly nominated individuals will be put forth for consideration for election to the Board by the membership. As outlined in the bylaws, candidates must be nominated and seconded by full members of Sport BC or a Director, nominations must be accepted by the candidates, and nominations must be received 30 days prior to the Annual General Meeting.

Interested parties must submit nominations by **4:00 pm deadline on Friday, April 27, 2018**. Note that the change in bylaws at the 2013 AGM means that nominations are not accepted from the floor at the general meeting.

Nomination Process

- Candidates for the Sport BC Board must be nominated and seconded by full members, or by a Director of Sport BC.

- Nominated individuals must meet the criteria outlined in this package and in article 4, section 2 iii of the Bylaws (as noted on page 2 of this package).
- Once a nomination is received, a member of the Sport BC Governance Committee will contact the individual to provide an overview of the Board operations and commitment (see below for general overview) and discuss the individual's potential role on the Board.
 - The nomination and election process will also be reviewed with every candidate.
 - Individuals can then determine if they want to stand for election.
- Note that all duly nominated individuals will be put forth for consideration for election to the Board by the membership at the Annual General Meeting.

Submitting a Nomination

Nominations to the Sport BC Board of Directors are accepted from both the membership and the Board itself. There is a historical effort to seek balance on the Board with regard to background and profession to maintain a business – sport blend.

Please submit the following by **4:00 pm deadline on Friday, April 27, 2018.** to Christine Wong at christine@sportbc.com:

- Completed Nomination Form (see attached)
- A current résumé and 250-word biography which highlight the nominee's career, education, sport management and volunteer experience / achievements and other relevant achievements or experience.
- Note that the 250-word biography will be used in the AGM Package to announce nominees to the Board; if it is longer than 250 words, it will be edited.

Operations of the Board

- The Sport BC Board is working towards becoming a policy board. Day-to-day operations are the responsibility of the staff of Sport BC. The Board's responsibilities include:
- Appointment, assessment, and evaluation of the President & CEO or senior staff;
- Approval of the Society's strategic plan including monitoring of its implementation;
- Policy development and compliance;
- Financial oversight and risk management;
- Establishing key connections in relation to partnership development and high level strategic advancement of Sport BC's key mandate;
- Responding to issues that impact the members and/or on behalf of the members;
- Public relations activities; and
- Representing the Society on related Boards and committees as determined by the Board.

For further information, please contact the Sport BC office at 604-333-3421 or Christine Wong at christine@sportbc.com.

Information for Individuals Considering a Position on the Sport BC Board

Sport BC Board members are:

- Individuals who believe in the value of sport.
- Supportive of the mandate of the Society.
- Able and willing to make the time commitment to the Society (see below for general information).
- And in accordance with the bylaws, article 4, section 2 iii meet the following eligibility criteria:
 - No person is qualified to become or to act as a Director who:
 - Is under the age of 19 years;
 - Is found to be incapable of managing such person's own affairs by reason of mental infirmity;
 - Is an undischarged bankrupt; or
 - Unless the court orders otherwise, has been convicted in or out of British Columbia of an offence:
 - In connection with the promotion, formation or management of a corporation or a society;
 - Involving fraud; or
 - Which is an indictable offence in Canada or, if the offence occurred outside of Canada, which would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

Commitment of Board Members

Each Board member is viewed as an advisor and connector for the organization. Board members are expected to:

- Review required materials in advance of all meetings;
- Participate in Board Meetings (3-6 per year – 3 in person, including one in conjunction with the AGM, the remainder by conference call);
 - Participate on a Committee (Standing or Ad hoc), as deemed necessary, including attendance at committee meetings (approximately 4 per year):
- Finance and Audit;
- Governance;
- Human Resources;
- Communications and Member Relations;
- Attend other Society functions as required (2 to 3 per year);
- Promote and support the mandate and work of Sport BC;
- Make themselves available to the membership and the society, as necessary; and
- Represent Sport BC on other affiliate organizations Board or Directors, as deemed necessary. These may include SBC Insurance, All Sport Insurance, KidSport Canada and sport sector committees.



BOARD OF DIRECTORS NOMINATION FORM

Position(s) Available:

- Director-At-Large (2-year term)**
 Director, Finance and Audit (2-year term)

As per Section 4.2.ii of Sport BC's By-Laws, "Only individuals nominated and seconded by a Full member, or by a Director, shall be eligible to hold office. Nominations must be received by the Society, with an indication of acceptance by the Nominee, no later than 30 days before the date of the Annual General Meeting."

Name of Nominee

Sport BC Member Association (if any)

Address

City

Postal Code

Cell Phone Number

Office Phone Number

Email

I accept this nomination for a position on the Sport BC Board of Directors, as specified above.

Nominee Signature

Please include a current résumé and 250-word biography which highlight the nominee's career, education, sport management and volunteer experience / achievements and other relevant achievements or experience. Note that the 250-word biography will be used in the AGM Package to announce nominees to the Board; if it is longer than 250 words, it will be edited.

Name of Nominator

Sport BC Member Association (if any)

Cell Phone Number

Office Phone Number

Name of Seconder

Sport BC Member Association (if any)

Cell Phone Number

Office Phone Number

Please complete and return to Sport BC no later than **4:00 pm deadline on Friday, April 27, 2018.**

SUMMARY OF PROPOSED BYLAW AMENDMENTS (copies of the current Bylaws available upon request)

1. Delete section 2.2.1 in its entirety and replace with the following:

“A Provincial Sport Organization in British Columbia recognized as such under the authority of the Canadian National Sport Organization or British Columbia Provincial Government for that sport is eligible to be a voting member, if approved by the Directors.”

Explanation: This amendment changes the first word from “The” to “A”.

2. Delete section 4.1 in its entirety and replace with the following:

“4.1 Composition of Board of Directors

Each year and as required from time to time, the Board of Directors shall appoint from within their ranks each of the following positions:

- a) Chair;
- b) Vice-Chair;
- c) Director, Finance and Audit (or Treasurer); and
- d) Three (3) Directors-at-Large.

Explanation: This amendment will allow greater flexibility in the way that directors are elected, and will align Sport BC with the vast majority of BC societies. As the Bylaws are presently drafted, directors are elected to specific positions (i.e. Chair, Vice-Chair, etc.). If the Chair retires, a meeting of members must be held to replace the Chair. Further, if the Vice-Chair is seeking the Chair position, the Vice-Chair must resign from that position then seek election to the Chair position. The proposed amendment will simplify this process by allowing the directors to elect a new Chair from within their ranks, without the need to: (a) have the Vice-Chair resign as a director; or (b) call a general or extraordinary meeting of members to elect the Chair (and Vice-Chair, in the scenario described above). Allowing the directors to appoint these positions will also facilitate better succession planning and transfer of knowledge at the board level.

3. Delete section 4.2(i) in its entirety and replace with the following:

“Tenure

- a) Each Director shall hold office for a term of two (2) consecutive years.
- b) No Director shall hold office for more than four (4) consecutive terms or eight (8) consecutive years.
- c) Any director who misses three consecutive Board of Director meetings may be asked by a majority of the other Directors to resign.”

Explanation: This amendment proposes to make all director positions a two-year term, as opposed to having different terms for each position. As presently drafted, the Chair and Vice-Chair are three-year positions, certain directors-at-large are two-year positions and one director-at-large is a one-year position. Also, this amendment proposes a maximum tenure of eight consecutive years (as opposed to six consecutive years).

4. If amendment #2 above is approved, delete section 4.2(iv) in its entirety and replace with the following:

“Elections

- a) The election of Directors shall be conducted by secret ballot, unless the position is filled by acclamation.
- b) *[NTD: Insert transition provisions. For example, these Bylaws come into effect upon the expiration of the term of each incumbent director].*”

Explanation: This amendment simply removes sections that are inconsistent with the amendments proposed above. For example, there would no longer be a requirement for members to elect the Chair and Vice-Chair as set out at section 4.2(iv)(a).

5. If amendment #2 above is approved, delete section 4.2(v)(b) in its entirety and replace with the following:

“A Director appointed to fill a vacancy on the Board of Directors shall hold such office until the next Annual General Meeting of members.”

Explanation: This amendment simply removes a cross-reference that is inconsistent with the amendments proposed above.

6. If amendment #2 above is approved, delete section 4.2(v)(c) in its entirety.

Explanation: This amendment simply removes a section that is inconsistent with the amendments proposed above. For example, directors will no longer be required to resign prior to standing for election to a new position.

7. Add the following section:

“4.2(vii) Additional Directors

Notwithstanding any other section of these Articles, between annual general meetings, the directors may appoint up to two additional directors, but the number of additional directors appointed must not at any time exceed two. Any director so appointed ceases to hold office immediately before the next election or appointment of directors, but is eligible for re-election or re-appointment.

Explanation: This amendment will allow the directors to appoint an additional director until the next AGM. This flexibility may be useful in the event that a certain skill-set is found to be missing from the board or where a new opportunity requires additional expertise/assistance.

8. Delete section 4.4.3 in its entirety and replace with the following:

“A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the Directors then in office.”

Explanation: As presently drafted, the number of directors required for quorum is four. In anticipation that either the members or directors may increase the size of the board in the future, this amendment ensures that quorum cannot be less than a majority of directors.

9. Delete section 4.4.7 in its entirety.

Explanation: As presently drafted, the Chair is only permitted to vote at a meeting of directors if there is a deadlock. The proposed amendment will allow the Chair to vote on all matters.