

Sport BC Board Meeting
Teleconference Call
February 15, 2013
7:30 am to 10:00 am (coast time)

Attendees: Twyla Ryan (chair), Carey Dillon, Irene Schell, Kimberley Gilhooly, Jack Miller,
Bjorn Osieck, Stu Ballantyne, Brock Turner and Heather Turner

Staff: Rob Newman, Karen Peacey and Erin Sorge

Regrets:

1. Call to order: Twyla Ryan
Chair, Twyla Ryan called the meeting to order at 7:33 am

2. Approval of Agenda with amendments :

Motion to approve agenda:

Moved: Heather Turner

Seconded: Bjorn Osieck

3. Approval of Minutes of January 18, 2013 Board meeting:

Amend minutes of January 18 to include the names of the vote to sign the contribution agreement. Carey Dillen and Kimberly Gilhooly would like their names included. Also correct the spelling of Kimberly.

Action: Rob Newman will confirm with Jack Miller if he is ok to have his name included for the vote in the meetings.

Minutes approved with amendments:

Moved: Bjorn Osieck

Seconded: Irene Schell

4. Chair Report

Twyla Ryan had a discussion with the lawyer for Sport BC about the contribution agreement. The lawyer had a number of concerns about the agreement. A meeting was held with viaSport to say that at the advice of our lawyer it was not recommended that we sign the contribution agreement in its current form. As a result we forwarded the communication from Gord Plottel. An Executive committee meeting was held to discuss the lawyer's findings. There was concern that communication to our members was a high priority. The decision was made to send a

letter to viaSport to agree to the agreement which was sent on February 8, 2013. ViaSport will communicate this to David Galbraith.

ViaSport has now agreed that a contribution agreement needs to be separate from all of the transfers. Each program being transferred will be a separate agreement. We have said that we will have legal council on everything before we sign it off.

There was discussion on funding opportunities from the year end ministry funding. Both parties agreed we would work together on providing communication to our members and the sector.

We have given direction to our lawyer to review our constitution and bylaws regarding concern of number 19 of the review from the lawyer.

There is no release date on funds until the contribution agreement has been signed.

KidSport and NSTF will be a separate agreement. ViaSport is now talking to KidSport Canada and NSTF.

5. Finance and Audit Committee:

BCIT refurbish amount of approximately \$100,000 to get the space back to the way it was. BCIT has been excellent in working with us to wait until there are actually tenants waiting to come into the building. If the tenants coming in are fine with the way things are we may not have to have those costs. It is a risk coming out of the BCIT meetings.

AOY there needs to be clarity and written documentation around this event and who is picking up the costs on this event.

Motion: Finance and Audit committee recommends to the board that the BCIT lease for the existing space be extended to June 2013 subject to approval by BCIT.

Moved: Carey Dillen

Seconded: Heather Turner

The reason for the motion is that Curl BC and BC Athletics have asked to extend their current lease by 2 months as their new space is being retrofitted. It makes sense for Sport BC to do the same thing and not have to move as we work through the transition with KidSport and Sport BC staff. It was also noted that the issues around dealing with transitioning with the programs and determining what Sport BC's footprint will be for the future staff of Sport BC. When we were first dealing with BCIT the goal was to have everyone exit the building as of March 31st. BCIT has not been able to secure tenants for the building. As a result we have the ability to stay and extend our lease. Herman Mah originally wanted to clear the second floor. However with Curl BC and BC Athletics it changes and gives us the option of staying where we are longer. We don't

have the final say of the transfer of the agreements with KidSport and NSTF and those decisions won't happen until the AGM in June. This will give us the opportunity to stay in our current space and also house KidSport until we get through all the legalities. Then when everything is signed off officially and contractually we can move to a smaller footprint on the first floor at BCIT.

Jack Miller joined the meeting at 8:01 a.m.

Payroll Services

The payroll survey has been conducted and it was recommended to implement the EFT process in 2 phases with the first implementation to be April 30th. Concerns that came from the survey were using the gaming funds and some will need to get board approval to move ahead with the new process. As long as there is proper documentation with the transfer of funds with the gaming account there shouldn't be a problem.

MOTION: Finance & Audit Committee recommends to the Board that, based on the payroll survey outcome, there be a phased in approach for changing the funding process to electronic fund transfer. Sport BC would implement Phase 1 in April 2013 for those that said YES to the survey and Phase 2 would be implemented a few months later for those that said NO in order to educate in the interim and the NO organizations would be required to provide post-dated cheques until Phase 2 is implemented

Moved: Carey Dillen

Seconded: Heather Turner

9 months update

There are concerns around the costs for AOY and the move with BCIT.

6. Governance Committee

The discussions have started in looking at the bylaws with a smaller board and keeping a maximum length of term but not sure what that would like yet. The next step is to draft what this will look like. There will need to be a SGM before the AGM if we want bylaw changes to be in effect by the AGM. The SGM will need to be held in advance to allow the following of the motions that come out of that meeting. They don't take effect until after they are filed at the register of companies.

The next phase is to also look at membership. Membership and the Board is the focus and not worry so much about the other aspects of the bylaws at this time.

Elections

Up for election at this AGM are Twyla Ryan, Irene Schell, Stu Ballantyne, Jack Miller, Brock Turner and Bjorn Osieck and only Brock Turner will be running again.

Forms will be sent out for nominations. There has not been in the past a nominating committee. There will only be two vacant positions.

Events:

Sport BC is working with viaSport to reduce costs moving forward. The costs are a concern with both parties. Ticket sales are low and working to increase sales.

In regards to the financial situation, worst case scenario we are looking at a \$48,000 loss. The biggest factor is there is not a titled sponsor for the event which was a \$30,000 sponsor. We need to determine if we will book a loss and liability for this event. The agreement Sport BC has verbally is as long as the contribution agreement is signed, viaSport will underwrite the loss of the event. Will Sport BC be held to the loss of this event if the agreement has not been signed is a concern for Sport BC.

Heather Turner left the meeting at 8:30 a.m.

The next face to face board meeting will be March 8 to coincide with the AOY event. Also viaSport will be at the meeting to have a chat with the Board face to face.

Irene Schell left the meeting at 8:36 a.m.

7. CEO Report

The biggest issue with contribution agreement and the review from the lawyer is item number 19 in regard to decisions made with or without membership approval.

There is now a 3 phase approach

Agreement to move forward – which is where we are currently

Revised contribution agreement

Transfer agreements, possibly 8 agreements

ViaSport lawyer is working on the document now. There is a will on both parties to move forward as quickly as possible. The biggest issue right now is the consultation with and or motion from Sport BC members. Sport BC must get clarity on this issue.

The agreements to the motions with KidSport will be staying with us until June in our existing footprint and then at that point in time when everything is signed off. Sport BC can then move forward.

It was noted that Moira and Scott and maybe lawyer have a meeting this coming week with KidSport chair and their CEO and they are going to push for a Special General meeting prior to June. There was concern around this because it is a relationship between Sport BC and KidSport. They will be meeting with Jamie Ferguson. At the last transition meeting it was mentioned that Moira was going to set up a call with the Chair and had nothing to do with a SGM but rather the transitioning of the programs at the eventual date of June. There was no discussion at the transition team meeting of an SGM. There was confusion about the meeting with viaSport and KidSport. It was noted by Kimberly Gilhooly that there should be one point person for the organization and it should be Rob Newman as that is his job as written in the constitution.

The transition of KidSport is conditional on the results from the lawyer. ViaSport was in agreement that nothing could happen with KidSport until June.

It was mentioned that there might not be a meeting in regards to an SGM with KidSport.

Jack Miller wanted to clarify that one point person needs to be in consultation with the Board Chair. It was felt that both need to be involved. The concern was that both parties have different information and if there is one point person all the information goes to one person and information does not get missed.

Agreement at the

Motion: In terms of legal documents or signatures we wait for legal council on number 19 before action is taken.

Moved: Carey Dillen

Seconded: Jack Miller

Teck was paid by both viaSport and Sport BC. ViaSport will be returning the money back to Teck as the current contract is between Sport BC and Teck. A meeting will need to be scheduled with Teck and Sport BC should be the main driver.

Operations:

With the direction from the board Rob Newman can now go back to Pete and Katie and let them know they can stay with the Sport BC office until June at which time everything will be settled with the AGM being over.

Payroll

Survey has been completed and the board has given the motion to move forward with the EFT process.

There is a great job being done by Guilherme, Erin and Karen. Anne continues to do the contract accounting which will be eliminated as Gui trains on that position.

8. Insurance

SBC has transitioned out two sales positions and this will be a long term benefit. SBC Insurance is starting to get a new marketing approach.

All Sport

They continue to struggle with the loss of the Pearson Dunn transitioning. There was an elimination of one of sales staff. There are a couple of long standing employees that will need to be transitioned out. All Sport will need to continue to control expenses.

9. New Business

It will be communicated in the next newsletter that there will be a PSO meeting coming soon which will include an Insurance update as well.

Adjournment at 9:15 a.m.