

## MEMORANDUM

To: Sport BC Membership  
Date: Tuesday, April 14, 2020  
Subject: 45 day notice – Sport BC AGM

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Dear Sport BC Members,

Sport BC is pleased to announce the 2019-2020 Annual General Meeting by electronic means (virtual AGM) will take place on **Thursday, May 28** and will be hosted **via ZOOM**. Time TBC.

In preparation for the 2019 Sport BC Annual General Meeting, the following documents are included in this package:

1. Registration Form:
  - a. <https://www.eventbrite.ca/e/sport-bc-agm-tickets-97401176541>
2. Sport BC Board Nomination Process
3. Information for Individuals Considering a Position on the Sport BC Board
4. Board of Directors Nomination Form
5. Minutes of the 2018 AGM
6. Proposed By-Law Amendments

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 confirmation prior to the **5:00 pm deadline on Tuesday, April 28, 2020** – please contact Christine Wong.

## 2. Sport BC Board Nomination Process

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).

### Nominations close at 5:00 pm on April 28, 2020, as received by Sport BC.

Director positions for election at the May 28, 2020 AGM for two (2) year terms:

- Director-at-Large
- Director-at-Large

Terms ending on May 28, 2020

- Blair Lowther (Chair)
- Mario Ramos (Finance & Audit, Chair)

Note: The position of Chair and Vice-Chair to be elected by the Directors at the first board meeting after the AGM.

### Current Board Members

Board Member	Last Elected	Term Expires
Blair Lowther (Chair)	2018	2020
Lisa Kwiatkowski (Vice-Chair)	2019	2021
Mario Ramos	2018	2020
Greg White	2019	2021
Jennifer Fenton	2019	2021
Sandi Swanigan	2019	2021

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

Two (2) Directors-at-Large – 2 Year Term

**\*The incumbents *Blair Lowther and Mario Ramos* have confirmed their nomination application for re-election as of April 14, 2020.**

### 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: 1) nominated and seconded by full members of Sport BC or a Director; 2) nominations must be accepted by the candidates and; 3) nominations must be received 30 days prior to the Annual General Meeting.

Interested parties must submit nominations by the **5:00 pm deadline on Tuesday, April 28, 2020**. 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 above).
- 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.

### 3. 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).
- In accordance with the bylaws, article 4, section 2(iii) 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 including SBC Insurance and other sport sector committees.

### 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 mix of business and sport experience.

Please submit the following by the **5:00 pm deadline on Tuesday, April 28, 2020** to Christine Wong:

- Completed Nomination Form (attached)
- A current resumé 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 management and staff of Sport BC.

- 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.

## BOARD OF DIRECTORS NOMINATION FORM

### Position(s) Available:

Director-At-Large (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 \_\_\_\_\_

Email \_\_\_\_\_

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

**Nominee Signature** \_\_\_\_\_

**Date** \_\_\_\_\_

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 \_\_\_\_\_

Name of Seconder \_\_\_\_\_

Sport BC Member Association (if any) \_\_\_\_\_

Cell Phone Number \_\_\_\_\_

Please complete and return to Sport BC no later than **5:00 pm deadline on Tuesday April 28, 2020.**

## MEETING MINUTES

### 1. Call to Order

The meeting convened at 6:40 pm by Carey Dillen, Chair. The board was all in attendance (Carey Dillen, Heather Holden, Mario Ramos, Greg White, Lisa Kwiatkowski, Blair Lowther). Chair called the meeting to order at 6:41 pm and appointed Christine Wong as secretary of the meeting. Chair announced the first notice of meeting was circulated electronically to the membership on March 29, 2019 in the 60-day package distributed to the membership.

### 2. Confirmation of quorum and voting rules

The minimum 1/3 of members were not in attendance therefore quorum was not declared by the Chair of the Board. Meeting proceeded as informational session.

### 3. Adoption of agenda of 2019 AGM

The membership adopted the agenda as presented but no formal motion was put forward.

### 4. Business arising from 2018 AGM

There was no new business to discuss from the 2018 AGM.

### 5. Approval of minutes of 2018 AGM

The membership approved the minutes, but no formal motion was put forward.

### 6. Chair Remarks

Chair provided comments on the success of the last 9 years as member of Board. Chair recognized the new partnership and integration of ProMOTION Plus as a Sport BC program to offer opportunities for young women and children to participate in sport. She discussed the success of the Athlete of the Year Awards and Presidents' Awards in March. She acknowledged the support from the BC Government to Sport BC in the \$2.5 million investment to Sport BC to expand programs for kids.

### 7. CEO Remarks

President & CEO, Rob Newman, introduced Sport BC, KidSport and SBC Insurance staff in addition to positive acknowledgement of the team work ethic. He also introduced the Board of Directors and thanked them for their support. CEO gave a brief update and overview of the programs and services and discussed future opportunities to

expand and improve programs and services. Remarks were made of positive relationship building with the Province of BC and their investment in Sport BC to expand program offerings for kids who are underrepresented.

## **8. Committee Reports**

### **a. Finance & Audit Committee**

The Chair of the Board introduced the Finance & Audit Committee lead by Chair, Mario Ramos, Lisa Kwiatkowski and Ben Salter. Mario advised that KPMG was engaged to perform the field work and provided a clean audit. He gave an overview of the audit who produced the consolidated financial statements. There were no significant issues from the audit.

Mario presented the consolidated 2019 – 2020 budget that was approved by the Board to the membership and discussed revenues and expenditures breakdown

### **b. Investment Committee**

Heather Holden – Chair of the Investment committee gave the last official update as a member of the Board. In working with Mawer, she gave a brief breakdown of the investments in this account.

### **c. Governance Committee**

Blair Lowther, member of the Governance committee introduced the committee members, Heather Holden and Greg White – who was not present. Chair announced that there were four board meetings with the most recent date on May 23. He gave an overview of the board positions that were up for election. He also listed the dates that the governance committee met over the year.

### **d. Provincial Adjudication Committee**

Mario gave an introduction of the committee and general tasks performed over the year. He advised the membership of the process that donors go through to make donations to the National Sport Trust Fund. In 2018 – 2019, 1,500 donations were received totalling \$1.67 million in funding for projects. The committee met three times and in the last six months 9 projects over \$50,000 were approved by the committee totalling \$5.3 million!



**9. Strategic Plan Update**

President & CEO, Rob presented strategic plan goals and key performance indicators in comparison to the results expected for 2019. Rob advised the membership that the Province of BC made a \$50,000 investment in Sport BC for the awareness campaign of the National Sport Trust Fund.

**10. Election of Directors**

Blair Lowther gave an overview of the election process and provided information of vacant positions.

**11. Director Service Recognition**

President & CEO presented an award and flowers to Heather and Carey for their dedicated years of service to the Board of Directors.

**12. New Business**

Chair established the date of the next Annual General Meeting on Thursday, May 28, 2020.

**13. Adjournment**

The Chair expressed her thanks to the staff and Board of Directors for Sport BC for their efforts during the year and thanked everyone for attending.

2019 Sport BC Annual General Meeting  
Richmond Olympic Oval  
Wednesday, May 29, 2019  
6:15 pm – 8:00 pm



## **APPENDIX 1**

2018 Sport BC Annual General Meeting –  
*VOTING MEMBER & NON-VOTING MEMBER Attendees List*

### **VOTING MEMBERS**

	<b>ORGANIZATION</b>	<b>DESIGNATE</b>
1	BC Athletics	Brian McCalder
2	BC Deaf Sports Federation	David MacDonald
3	BC Hockey	Barry Petrachenko
4	BC Sailing Association	Rick Nickelchok
5	BC Soccer Association	Rob Brown
6	BC Golf	Kris Jonasson
7	BC Lacrosse	Greg Toll
8	Rowing BC	David Calder
9	Basketball BC	Lawrie Johns
10	BC Wheelchair Sports	Gail Hamamoto
11	BC Alpine	Anders Hestdalen
12	Curl BC	Scott Braley
13	Cycling BC	Erin Waugh
14	Field Hockey BC	Mark Saunders
15	Softball BC	Rick Benson

### **NON- VOTING MEMBER LIST**

	<b>Organization</b>	<b>Designate</b>
1	BC Games Society	Alison Noble

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## **APPENDIX 2**

2018 Sport BC Annual General Meeting –  
*Board Member and Staff Attendees List*

### **BOARD OF DIRECTORS**

	<b>Position</b>	<b>Name</b>
1	Chair	Carey Dillen
2	Vice-Chair	Heather Holden
3	Director	Greg White
4	Director	Blair Lowther
5	Director	Mario Ramos
6	Director	Lisa Kwaitkowski

### **STAFF**

	<b>Position</b>	<b>Name</b>
1	President & CEO	Rob Newman
2	Executive Assistant	Christine Wong
3	Payroll & Benefits	Edwin Lam
4	Director, KidSport BC	Pete Quevillon
5	Manager, KidSport BC	Thea Culley
6	General Manager, SBC Insurance	Cameron Cheung
7	SBC Insurance	Tyler Norton
8	SBC Insurance	Diane Vandal
9	SBC Insurance	Viola Lu

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## PROPOSED BY-LAW AMENDMENTS

### BE IT RESOLVED THAT:

1. By-law 3.7.7 is deleted in its entirety.
2. The following By-law 3.9 is added:

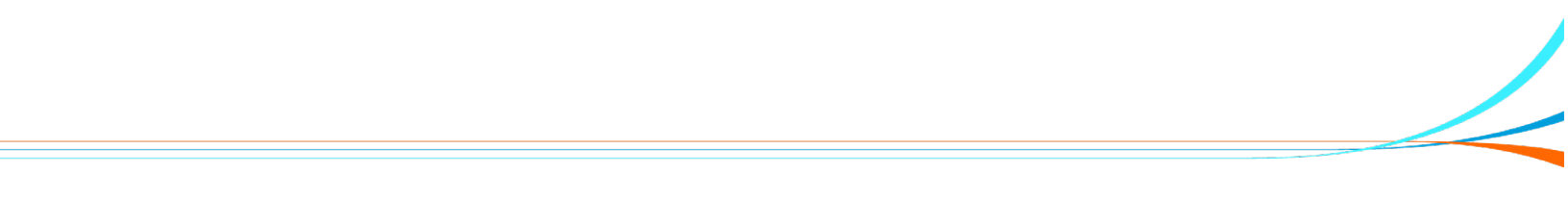
#### "3.9 Proxy Voting

- 3.9.1 Every member entitled to vote at a meeting of members of the Society may, by proxy, appoint one or more proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy. Only another member of the Society may be appointed to act as a proxyholder and no member will be permitted to act as proxyholder for more than one other member.
- 3.9.2 A member may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.
- 3.9.3 A proxy for a meeting of members must:
  - a) be received at the registered office of the Society or at any other place specified in the notice calling the meeting for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or
  - b) unless the notice provides otherwise, be received at the meeting by the Chair of the meeting or adjourned meeting or by a person designated by the Chair of the meeting or adjourned meeting.
- 3.9.4 A proxy may be sent to the Society by written instrument, email, fax or any other method of transmitting legibly recorded messages.
- 3.9.5 A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the Chair of the meeting:

*[Name of Society]*

(the "Society")

The undersigned, being a member of the Society, hereby appoints *[name]* or, failing that person, *[name]*, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of members of



the Society to be held on *[month, day, year]* and at any adjournment of that meeting.

Signed *[month, day, year]*

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*[Signature of Member]*

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*[Name of Member—printed]*

- 3.9.6 The Chair of any meeting of members may determine whether or not a proxy deposited for use at the meeting, which may not strictly comply with the requirements of these Bylaws as to form, execution, accompanying documentation, time of filing or otherwise, shall be valid for use at such meeting and any such determination made in good faith shall be final, conclusive and binding upon such meeting.
- 3.9.7 The Chair of any meeting of members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

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## SPORT BC PROPOSED BY-LAW AMENDMENTS – ELECTRONIC VOTING

### BE IT RESOLVED THAT:

1. The following By-Law 3.3.1(c) is added:

“3.3.1

...

(c) In this section, “Electronic Means” shall mean any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that: (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions.”

2. The following By-Law 3.3.1(d) is added

“3.3.1

...

(d) “Participation in General Meetings by Electronic Means. The Board of Directors may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board of Directors must take reasonable steps to ensure that all of the persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other.”

3. The following By-Law 3.5.3 is added:

“3.5.3 If a general meeting permits participation by Electronic Means, notice of that meeting must inform the members and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.”

4. The following is added to the end of By-law 3.7.1:

“Any person participating in a general meeting by Electronic Means is deemed to be present at such meeting.”

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## ADDITIONAL BY-LAW AMENDMENTS RE: ELECTRONIC VOTING

Although not required for the Sport BC Bylaws (as similar amendments were previously made), the following sections for Director meetings may also be required:

"Notice of Directors' Meeting: If a meeting of the Board of Directors will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so."

"Quorum: Any person participating in a meeting of the directors by Electronic Means is deemed to be present at such meeting."

Voting: Add 'Electronic Means' to permissible forms of director voting

"Participation in Meetings of Directors by Electronic Means: The Board may determine, in its discretion, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more individuals to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other."