



VIRTUAL BOARD OF DIRECTORS MEETING
September 9, 2024 | 1:00pm – 2:00pm ET

MINUTES

1. WELCOME

Present: Claire Carver-Dias, President Keith Gillam, Treasurer
David Bedford, Director-at-Large Karen Hacker, Director-at-Large
Ava Hill, Director-at-Large Patrick Kenny, Director-at-Large
Greg Maychak, Director-at-Large Myles Spencer, Director-at-Large
Carlene Variyan, Appointed Director Robert Law, Athlete Representative

Guests: Rick Powers

Staff: Brian MacPherson, CEO Kelly Laframboise, Recorder

Regrets: Trevino Betty, Director-at-Large

The President called the meeting to order at 1:00pm (ET) with quorum, everyone was welcomed, thanked, and a Land Acknowledgement was conducted.

2. APPROVAL OF AGENDA

Motion moved by Keith Gillam; **seconded** by Greg Maychak

“That the agenda be approved as amended.”

CARRIED.

3. CONSENT AGENDA

Motion moved by Patrick Kenny; **seconded** by Myles Spencer

“That there being no objections, the consent agenda was unanimously approved. The consent agenda included the following resolutions: 3.1 Approval of Board of Directors Meeting Minutes, December 14, 2023 and May 10, 2024; 3.2 Ratification of Email Votes: February 23, 2024 – Approval of Policies: Risk Management and Equity, Diversity & Inclusion, March 6, 2024 – Approval of Athlete Council Terms of Reference, April 5, 2024 Approval of CSC Nominations & Elections Committee, and May 14, 2024 Canadian Commonwealth Sport Award Recipients (Emily Metituk/Andrew Pipe); and 3.3 Compliance Certificate to August 31, 2024, 2024.”

CARRIED.

4. FINANCES

4.1 Approval of the 2023/2024 Audited Financial Statements

The President mentioned this was the Treasurer’s last Board Meeting and thanked him for doing a great job in such an important position.

- The Treasurer reported that CSC received another "clean" audit. The Auditor did not find any unusual transactions, no significant accounting estimates that were unreasonable and there were



no disagreements between the Auditor & CSC. CSC started the 2023/24 fiscal year with an approved budget deficit of \$90K, ended the fiscal year with a \$79.5K surplus due to:

- Keeping overall expenses below budget
- AB2030 paying CSC for bid related costs (\$50K)
- more investment interest income due to higher interest rates (\$30K)

Motion moved by Keith Gillam; **seconded** by Greg Maychak

“That the 2023/24 Audited Financial Statements be approved as presented.”

CARRIED.

4.2 Approval of the 2024/25 Workplan & Budget

The Treasurer presented the 2024/25 budget with the following commentary:

- Assumes a 2026 CWGs in Glasgow. If 2026 CWGs are cancelled, then CSC will lose most of its revenues as those funds are directly tied to Canada sending a team to the Commonwealth Games.
- Proposes a \$158k deficit, which is primarily due to CSC losing PCL's \$175k sponsorship for this year.
- CSC will continue leaving no stone unturned to find new, additional revenues for this fiscal year, and beyond. Currently working on:
 - securing Alberta 2030 Bid leftover government contributions of \$650k
 - Sport Canada is "modernizing" its grant program. This may (or may not) provide CSC with more funding. Sport Canada has said there are no new funds for Sport in 2025/26.
- The budget is a working document that is revised and updated throughout the year, with approval by the Board of Directors, as additional information comes to light.

Motion moved by Keith Gillam; **seconded** by Greg Maychak

“That the CSC 2024/25 Workplan & Budget be approved as presented.”

CARRIED.

5. BUSINESS

5.1 Approval of proposed By-Law Amendments

The Chair of CSC's Governance Advisory Committee provided background context for the proposed by-law amendments.

The Committee's scheduled review of CSC's Decision Making by Email Policy revealed that there is a need to revise the By-laws to permit email decision-making. The Committee also noted the absence of By-law authority for directors' participation in meetings by means of electronic communication.

The [Canada] Not-For-Profit Corporations Act supports and allow these actions if the Organizations By-Laws also allow these actions. Currently, CSC's By-Laws are silent. CSC's Governance Advisory Committee recommends two amendments to the By-laws to address these issues. These By-law amendments can be made by the Board by ordinary resolution, provided they are subsequently ratified by the Members at the next meeting of Members.



Motions moved by Karen Hacker; **seconded** by Dave Bedford

“That the following motions

6.1.1 Participation in Meetings

Notwithstanding section 6.1, and subject to the express or reasonably implied consent of all the Directors, any or all Directors may participate in a meeting of the Board of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting shall be deemed to be present at that meeting.

6.6 Decisions Made by Consensus

Notwithstanding section 6.4, the Directors may make any decision without a meeting by consensus, including a decision required to be made by a vote, except a decision taken:

- a) by a resolution referred to in subsection 182(1) of the Act;
- b) by special resolution; or
- c) by a vote if consensus cannot be reached.

For the purpose of these By-Laws, consensus shall mean a unanimous decision of all Directors who are entitled to vote and where no such Director **expressly** wishes to refer any matter for which consensus is sought to a vote at a meeting. A decision by consensus may be sought, and consensus may be determined, by electronic communication, provided that all Directors have access to **relevant** ~~the same~~ information upon which the decision is to be considered. Where consensus cannot be reached using electronic communication, the matter shall be referred to a vote at a meeting.

Consensus decisions shall be effective as of the date expressly included in such decision or in the event no such date is provided upon receipt of consensus. The results of all decisions for which consensus is sought by electronic communication shall be noted in the minutes of the next Board of Directors or committee meeting **along with the effective date of such decisions.** A decision made by consensus in accordance with this Section shall be deemed to satisfy the requirements under these By-laws for the taking of a vote.

AND

Be it resolved that the Board’s Decision Making by Email Policy (the “Policy”) be repealed.

Be it resolved that all decisions of the directors, at the Board or in a committee, made prior to this motion by consensus pursuant to the Policy, shall be ratified and approved.

Be it resolved that all decisions and resolutions made by the Board prior to this motion, which were made while one or more directors attended the meeting at which the decision was made by means of any form of electronic communication, shall be ratified and approved.

be approved as amended.”

CARRIED.



5.2 Approval of Policies

In-Camera Policy

CSC's Governance Advisory Committee reviewed the In-Camera Policy. No significant changes were necessary, but the committee is recommending the policy to include the Committees.

Motion moved by Myles; **seconded** by Rob Law

"That the In-Camera Policy revisions be approved as presented."

CARRIED.

Conflict of Interest Policy

CSC received a low grade on Sport Canada's SFAF Governance Report Card around the topic of Conflict of Interest. The Governance Advisory Committee felt that by having Conflict of Interest within the overall Conduct Policy, it was seen as a low priority for CSC. With that in mind, CSC's Governance Advisory Committee is recommending a stand-alone policy for Conflict of Interest that would be signed annually, by all its members.

The proposed Conflict of Interest Policy was developed using several NSO/MSO models, which were adapted to meet the needs of CSC specifically.

Motion moved by Myles; **seconded** by Carlene Variyan

"That the Conflict of Interest Policy be approved as presented."

CARRIED.

5.3 CSC becoming an Indigenous Declaration Signatory

A brief overview of the activities to arrive at the completed Indigenous Declaration was provided. The CGF Members approved the Declaration at the CGF 2023 General Assembly, follow by governments welcoming the Declaration at the Commonwealth Secretariat's 11th Commonwealth Sports Ministers Meeting and it will be promoted at the next Commonwealth Heads of Government Meeting (CHOGM).

The completed declaration comes with ten (10) Calls to Action and the CGF is now recruiting declaration Signatories.

The Board had questions, concerns and implications around CSC's ability to act on the Calls to Action. More discussions to occur when questions, concerns and implications are clarified.

6. OTHER

No other discussions were required

7. IN CAMERA

No In Camera was required.

8. ADJOURNMENT

There being no further questions, comments or concerns, the meeting was adjourned at 1:59 ET.



Approved & Duly Signed:

Claire Carver-Dias, President

December 2, 2024

Date: