COMMONWEALTH GAMES ASSOCIATION OF CANADA
ANNUAL GENERAL MEETING
SEPTEMBER 21, 2024

MINUTES

1. Welcome, Land Acknowledgement and Roll Call

Chairperson, Claire Carver-Dias conducted land acknowledgement and welcomed all delegates to the virtual AGM. The meeting was called to order at 11:01am ET. Quorum was achieved.

Board of Directors:
Claire Carver-Dias, President
Keith Gillam, Treasurer
David Bedford, Director-at-Large
Trevino Betty, 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, Director-at-Large
Rob Law, Athlete Representative

Members-at-Large
Monique Allain
Marc Durand
Frazer Hadwin
Andrew Haley
Debra Joseph
Rene Leblanc
David Legg
Scott Moffatt
Melanie Simard
Cameron Smith
Thomas Volk
Lana Williams

Member Sports (Voting)
Athletics – Mathieu Gentes
Bowls – Britany Gordon
Boxing – Christopher Lindsay
Cycling – Matthew Jeffries
Diving – Penny Joyce
Field Hockey – Kerry Moynihan
Rowing – Carol Purcer
Rugby – Ashley Lewis
Shooting – Jasmine Northcott
Squash – Jamie Nicholls
Swimming – Graham Smith
Triathlon – Mark Hahto
Beach Volleyball – Ed Drakich
Weightlifting – Craig Walker
AthletesCAN – Alicia Renaud-Paquin
Coaching Assoc. – Lorraine Lafreniere

Non-Voting Guests
Linda Cuthbert, CSC Bid Committee
Rick Powers, CSC Nom. & Elections Cttee
Pradeep Sood, CSCFoundation President

Staff
Brian MacPherson, CEO
Kelly Laframboise, Mgr, Programs & Ops & Recorder
Ryan Pelley, Manager, SportsWORKS
Chris Taylor, Assistant, Programs & Operations

Regrets/Absent

Members-at-Large
Holly Abraham
James Brough
Meaghan Howat
Gordon Plottel

Member Sports
Badminton Canada
Basketball Canada
Cricket Canada
Golf Canada
Gymnastics Canada
Judo Canada
Netball Canada
Powerlifting Canada
Table Tennis Canada
Wheelchair Basketball

Member Organizations
Canadian Women in Sport

2. Agenda

The agenda was previously circulated by email to all members. There being no objections the agenda was received as circulated.

3. 2023 Annual General Meeting Minutes

The minutes from September 26, 2023, AGM were previously circulated by email. There being no corrections or objections the minutes were approved as circulated.

4. Annual Report

The Annual Report was distributed prior to the meeting. Claire provided a brief update on the 2026 Commonwealth Games being awarded to Glasgow, Scotland. The dates and list of sports have not yet been finalized. There will be a drop from the current 24 sports to between 10-13. There were no questions or further discussion.

5. 2023-24 Financial Statements

The audited financial statements were shared in the AGM package in advance of the meeting. 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)

There being no objections to the 2023-24 audited financial statements, they were accepted as circulated.

6. Appointment of Auditors

Moved by: Keith Gillam; **Seconded by:** Britany Gordon

That Ouseley Hanvey Clipsham Deep, LLP be appointed as auditor for the financial year ending March 31, 2025. **CARRIED.**

7. Notice of Motion

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

During CSC's review of various policies and procedures, it was revealed that there is a need to revise the By-laws to permit email decision-making. It was 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 Organization's By-Laws also allow these actions. Currently, CSC's By-Laws are silent. CSC is recommending two amendments to the By-laws to address these issues.

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

"That the following by-law amendment:

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.

be approved." **CARRIED.**

Motion moved by Myles Spencer; **seconded** by Greg Maychak

"That the following by-law amendment

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.

be approved." **CARRIED.**

8. Election of Directors

Jason Robinson was appointed scrutineer for the elections. Jason conducted the electronic voting on Simply Voting and has ensured all registered voters were entered into the voting system.

The following four individuals are elected for a 4-year term, expiring at the 2028 Annual General Meeting:

Treasurer – Carlene Variyan
Directors-at-Large – Rob Adams, Maggie Brennan, and Jacqueline Zonneville

9. Election of Member-at-Large

The following eight individuals are elected for a 4-year term, expiring at the 2028 Annual General Meeting:

Monique Allain, Marc Durand, Andrew Haley, Nancy Harrington, David Legg, Gilles LeVasseur, Graham Smith and Thomas Volk

Upon completion of the elections, Jason deleted all ballots.

Claire thanked all the retiring Directors Keith Gillam, Karen Hacker, David Bedford and Trevino Betty along with retiring Members-at-Large Holly Abraham, Rene Leblanc and Meaghan Howat for their commitment and dedication to Commonwealth Sport Canada and the Commonwealth Sport Movement!

10. Termination

There being no further questions, comments or concerns the meeting of the members was terminated at 12:24.