



MINUTES
2020 ANNUAL GENERAL MEETING
Saturday, July 25th, 2020
2:00pm
Via Zoom

1. Call to Order

1.1. Formal welcome at 2:14pm

2. Formal Opening:

2.1. Establishment of Quorum

2.2. Data on the Spot is running the voting and took the time to explain the procedures.

2.2.1. Test vote conducted for quorum with 35 votes present for there to be a quorum (25% as per By-Laws)

2.2.2. Quorum established with 115 votes present

3. Approval of the Agenda

3.1. **MOTION AGM-20-01 THAT** the Agenda be approved.

Motioned. Markham

Seconded. Exeter Seaforth

Motion Carried

4. Approval of the Minutes of the 2019 Annual General Meeting of the Corporation

4.1. **MOTION AGM-20-02 THAT** the Minutes of the 2019 Annual General Meeting of the Corporation be approved.

Motioned. Sunderland

Seconded St. Mary's

Motion Carried

5. Presentation & Approval of Reports:

5.1. Reports were presented prior to the AGM from the following:

5.1.1. President

5.1.2. Athlete Director

5.1.3. Governance & HR Standing Committee

5.1.4. Risk & Audit Standing Committee

5.1.5. **MOTION AGM-20-03 THAT** the Reports of the Board of Directors be approved.

Motioned. Chatham
Seconded. SWIRL
Motion Carried

5.2. Reports of the Regional Directors:

5.2.1. **MOTION AGM-20-04 THAT** the Reports of the Regional Directors be approved.
Motioned. Exeter Seaforth
Seconded. Guelph
Motion Carried

6. Report of the Auditors

6.1. Presentation of the Audited Financial Statements as of March 31, 2020

6.1.1. **MOTION AGM-20-05 THAT** the Audited Financial Statements of the Ontario Ringette Association for the year ending March 31, 2020 be accepted.
Motioned. Barrie
Seconded. Caledonia
Motion Carried

7. Presentation of the Budget:

- 7.1. Executive Director Report on the past season and budget
- 7.2. Executive Director operational plan and budget projections for upcoming season

8. Approval of Membership Dues & Related Fees

8.1. **MOTION AGM-20-07 THAT** the 2020-2021 Registration dues and related fees for the 2020-2021 season be accepted.
Moved. Waterloo
Seconded Sudbury
Motion Carried

9. Business as Specified in Meeting Notice:

9.1. By-Law Changes

Section 6.9 Committees:

This section is introduced to give the Executive Committee limited authority to act on behalf of the full board in cases of exigent circumstances (where time is of the essence).

Under the existing By Law, an extraordinary meeting of the Board of Directors can be called with 7 days' notice to the members of the Board. For a meeting to take place on less than 7 days' notice, ALL of the Board members must be in attendance OR any that cannot attend must have given their approval for the meeting to take place in their absence.

Recent circumstances have identified the possible situation where a timely decision needs to be taken, but it has not been possible to get a response from all board members. Under

the current By Law, Ringette Ontario is placed in a situation where a timely decision is in the best interest of RO, but given not all Board members can be contacted, the Board cannot legally take a decision.

The proposed change gives limited authority to the Executive Committee to make a decision, which must later be ratified by the full Board. Key limitations include:

- The President (or Vice President, if the President is unable) and at least one of the chairs of the Governance and Human Resources committee or the Audit and Risk Management committee must agree that exigent circumstances exist.
- There are a number of situations to which this action cannot be applied.
- A majority of the Executive Committee is required for quorum.
- A 2/3 majority vote is required to take an action.
- The action must be ratified by the full board at the first practical opportunity.

Section 7.1 Fiscal Year:

Previously, the Government of Ontario mandated a March year end for all Provincial Sport Organizations to align with the government's fiscal year. This has been problematic for Ringette Ontario since activities like the U12 Provincial event are still underway into April. The proposed change moves the fiscal year end from March to June, a more suitable time since the year's activities are complete.

The Annual General Meeting will likely shift to September in future years as a result of this change. There will be a one-time cost with Ringette Ontario's auditors to complete a "stub" year financial.

9.1.1. **MOTION AGM-20-08 THAT** the Corporation adopt the Bylaws presented, as amended.

Moved. St. Marys

Seconded. Sunderland

Motion Carried

9.2. Appointment of Auditors for 2020-2021

The Audit & Risk Management Committee underwent an analysis of multiple potential audit firms to engage to complete our audit of the year ending March 31, 2021. Based on this analysis, we have concluded that MacNeill Edmundson is the recommended firm to conduct our audit based on many factors including (but not limited to):

- They have a large number of existing clients in the not-for-profit space, including multiple sport organizations at both the provincial and national level, displaying expertise in our field. This will enable them not only to efficiently understand our organization but also provide insight into best practices.

- Of these clients we have received positive recommendations regarding MacNeill's work and knowledge.
- Their estimated audit fees are reasonable compared to both our current audit fees as well as the fee estimates received from the other firms assessed.
- The methodology for their audit approach is reasonable and will include opinions not only on our financial data but other areas including risk and internal controls.
- MacNeill has very qualified staff members with expertise in our field and can work to ensure continuity on our engagement, providing future efficiencies in upcoming audits.

9.2.1. **MOTION AGM-20-06 THAT** MacNeill Edmundson be appointed Auditor of the Corporation for the period to March 31, 2021 and the period from April 1, 2021 to June 30, 2021.

Moved. Valley east

Seconded. Dorchester

Motion Carried

10. Election of New Directors

10.1. **MOTION AGM-20-09 THAT:** Sarah Padfield, Margareth Peressutti and David Walker be elected as Directors-at-Large for the 2020-2022 Seasons.

Moved. Exeter

Seconded. Guelph

Motion Carried

10.2. **MOTION AGM-20-10 THAT:** The ballots be destroyed.

Moved. Barrie

Seconded Walden

Motion Carried

11. Adjournment

11.1. **MOTION AGM-20-11 THAT** the 2020 Annual General Meeting be adjourned as of 3:54pm

Moved. Markham

Seconded. Sunderland

Motion Carried