

# MINUTES

## Vortex Water Polo (VWP) Board Meeting

**July 10, 2024**

**Attendees:** 92b347b6, 20d168e9, 0dbe4c4e, 4b2ba663,  
b505f55c

**Regrets:** 802617e1 , 94dfec68, 603d4cd7

### Meeting called to order at 7:10

1) Agenda – agenda adopted as amended.

2) Approval of Minutes:

June 19 Meeting Minutes - Discussion and clarifications occurred.

**Motion:** To approve June 19, 2024 meeting minutes as amended.

20d168e9 moves; 0dbe4c4e Seconds – all in favour

June 27 Meeting Minutes

**Motion:** To approve June 27, 2024 meeting minutes.

4b2ba663 moves; 20d168e9 seconds – all in favour (note: 0dbe4c4e abstained because they were not present at the June 27 meeting)

3) Operational Matters:

a) Technical Director's Report:

Reviewed report submitted by Technical Director (TD); items b) to e) on the agenda were reviewed concurrently, as outlined below.

b) Honorariums:

A primary matter raised by the TD to address is outstanding coaching honorariums for the season. Discussion involved questions and concerns related to delays this year and factors in determining allocations. Honorariums were not issued mid-season or at the end of the year, which is usually the standard practice for the club. It was clarified that the total amount allocated for coach honorariums was included in the budget that was approved at the start of the year.

It was generally agreed that the TD should determine allocations for this year, based on the usual relevant factors (e.g. frequency of coaching, experience, credentials, programming importance, etc.) and that going forward the TD in consultation with the board will consider the factors and process for determining allocations. The factors/process would be approved in advance (i.e. before the outset of the season) so the TD can share with

coaches at the start of the year and payments can be processed more consistently and efficiently.

**Motion:** The board authorizes the TD to determine coach honorariums for the 23-24 year, not to exceed the amount approved in the 23-24 budget. If the total amount of all honorariums for the year exceeds the amount budgeted, it must come back to the board for approval, prior to payments being issued.

4b2ba663 moved. 0dbe4c4e seconded. All in favour.

**ACTION ITEMS:**

-Consider communication to membership of action taken, as part of general member update.

-TD to report allocations to Interim President, so arrangements can be made for funds to be distributed.

-TD to draft honorarium factors and process for the coming year for review by the board.

c) Coach contracts and hiring:

Discussion regarding contracts required (renewals/new) for TD and head coaches. Men's Head Coach is interested in returning. We have one local applicant for women's head coach. Existing contracts expire August 31. It was agreed that a sub-committee will be struck and meet to discuss plans and renewals.

**ACTION ITEMS:**

-Determine members of the sub-committee by July 15 who will review and act on TD and head coach contracts, bringing back final decisions and documents for approval by the board.

-Sub-committee will meet with TD before the end of July.

d) Summer Camps – Aug 26 to 30:

Currently registrations are low. Need to do a push for registration. TD will get back to board with back up plans and costs.

**ACTION ITEMS:**

-TD to do a promotional push for registrations and set a deadline date.

-TD to provide budget and breakeven registration numbers.

-TD to keep board informed of registrations and consult with board regarding next steps, pending total registrations received by deadline.

e) Budget and Planning:

Item deferred until the board has financials; some initial planning will be completed based on previous year. See additional notes under Treasurer's Report.

f) Board Members' Roles and Responsibilities Clarifications

Item deferred.

#### 4) Financial:

##### a) Banking:

###### i) Freeze of Accounts:

A request was sent to the bank to freeze the club's accounts, based on status of the board, with some former board members still listed as signatories at the bank. At the direction of the Interim President, the Vice President (VP) contacted the bank to confirm the accounts are indeed frozen, but he has not received a response. It is assumed accounts are frozen.

###### **ACTION ITEM:**

-Confirm accounts are frozen (no transactions taking place) until there are updates completed to signatories.

###### ii) Banking - Signing Authority:

VP reached out to bank to confirm status of accounts and signing authority. Bank wants former signatories to verify the meeting minutes and signing authorities. This is challenging because former signatories are not in good standing with the club.

###### **ACTION ITEM:**

-With Interim President's consent, VP will reach out to former signatories and bank to confirm status of signatories and update accounts accordingly; correspondence will note the implications of not updating account signatories (i.e. the club cannot issue refunds, payments, honorariums, etc).

##### b) Issuing Refunds/Reconciling Accounts in RAMP/Correspondence to members (status, next steps):

Discussion occurred related to clarifying reconciled accounts and application of new process. It was agreed this is a priority item for resolution.

###### **ACTION ITEM:**

-TD will reach out to Team Managers to get reconciled detailed accounting for each tournament and travel for applicable athletes for the season.

##### c) Treasurer's Report:

Treasurer unavailable to attend; financial report not submitted. Board does not have any reconciled statements of accounts. It was noted that a bookkeeper was hired to support the Treasurer in early March and question was raised about the possibility of acquiring statement of accounts through the bookkeeper. No reconciled statements or financial reports have been shared with the board to date for the year. The board is extremely concerned that without financial reports, or a reconciled statement of accounts to date for the year, it is impossible to fulfill their fiduciary obligations to the club.

**ACTION ITEM:**

-A request will be sent to the Treasurer to provide a detailed statement of accounts for the year, including all transactions and reconciliations, by July 20, 2024. Correspondence will also clarify if she has contacted the bank to confirm signing authorities.

5) Outstanding Correspondence:

a) Petition for Special Meeting:

Discussion related to the petition submitted by 17 members requesting a special meeting to elect new board members (note half of the 17 signatures were from members of the same family (e.g. husband and wife)).

It was noted that it wouldn't be appropriate to elect a new president, pending outcome of the Discipline Review Committee (i.e. cannot elect someone until matter is resolved or there is a resignation). It was also noted that the petition did not meet the criteria for a special meeting as outlined in the VWP Constitution and Bylaws – Article 4.2 . Discussion was had regarding the timing for an election. It was noted that it is the summer, and many members are away or unavailable. It was further noted that there is outstanding business and preparations that need to be made before the start of the season, which would be delayed if there was to be an election of new board members during the summer. It was generally agreed that elections would occur in the fall at the AGM, as is the usual practice for the club.

At this time, 0dbe4c4e and 4b2ba663 recused themselves and stepped out of the meeting while discussion occurred related to outstanding related matters of the Discipline Review Committee. Remaining members went in camera.

0dbe4c4e and 4b2ba663 were invited to return to the meeting ten minutes later.

**ACTION ITEM:**

-Email will be drafted for review and sent to petitioners.

b) Requests for Meeting Minutes:

It was agreed that meeting minutes that have been ratified will be shared with members that requested them. It was agreed that going forward, ratified meeting minutes will be shared upon request and/or posted online.

Note: Minutes from February 26 were not ratified today because there are not enough qualified members in attendance to ratify them (to be qualified to vote to approve meeting minutes a member must have attended the meeting of the minutes being approved).

**ACTION ITEM:**

-Ratified meeting minutes will be sent to members who have requested them.

6) Governance Matters:

a) Sport MB and MWPA Meeting Request:

- i) Update from the MWPA/Sport MB regarding our request for a meeting to discuss current state of board, issues and request for support:

Meeting to be set up – date is TBC. Board will share items they would like to discuss.

Separate meeting needs to be held with Sport MB (XXX) and their legal team related to financial matters and advice given to Treasurer.

**ACTION ITEMS:**

-Email to be sent to MWPA/Sport MB to confirm meeting attendees, clarify points for discussion and to confirm date. Agenda will be requested.

-Separate email containing related correspondence will be shared with Sport MB (XXX), noting club's inability to operate (i.e. process payments and complete financial transactions) and requesting urgent meeting to understand direction that was given to Treasurer.

- ii) Update on finding an independent Third Party to support ongoing board issues and to provide governance support:

Item deferred pending outcome of meetings with Sport MB.

b) Delegates for MWPA Special Meeting:

Discussion regarding nominees took place. The club needs three reps, in addition to club's delegate (92b347b6), to attend meeting.

**ACTION ITEM:**

-The club's reps will be determined via email and sent to MWPA by Saturday, July 13.

c) Director's/Officers Insurance:

VP shared an update that more information has been requested and is pending from Sport MB.

d) Incorporation:

Since previous discussion on the matter, the board has learned that while the club registered last year for incorporation with the Companies Office, the process was not completed because there are additional steps (e.g. passing bylaws) required to finalize incorporation. Discussion occurred related to the options to fulfill this requirement (e.g. using the existing bylaws, even though there is a desire to update them).

**Motion:** To adopt the current VWP club Constitution and Bylaws as the Vortex Water Polo Inc. Constitution and Bylaws. Discussion occurred.

**Motion withdrawn.**

**ACTION ITEM:**

-Add new directors to directors list through Companies Office.

7) OSIC email:

20d168e9 recused himself and left the meeting at 10:03 pm.

Discussion regarding email received from Office of the Sport Integrity Commissioner (OSIC) regarding an incident that occurred in Edmonton.

**ACTION ITEM:**

-A response will be drafted requesting more information on the process so we can ensure integrity and confidentiality of our athletes and the club, while also noting the desire to support the process. It will be noted that the board has reviewed the OCIS process on their website and would like to know where they are in the process.

8) Review and Assign Action Items:

**Action Items** will be sent via email for review and to confirm who is assigned.

9) In-camera discussion:

Not required.

**Meeting Adjourned at 10:26 pm.**