



Annual General Meeting
Sunday, September 25th 2022
9:00am
In-Person Meeting

Present: Kathleen Dawson, WPC President
Josée Lanouette, WPC Vice-President
Donna Atkinson, WPC Director
Catherine Code, WPC Director
Erin Lukie, WPC Director
Bill Meyer, WPC Director
Frank Meunier, WPC Director
Geoff Schoenberg, WPC Director
Jared Gillespie, WPC Director
Matt McCormack, AWPA President
Dayna Christmas, AWPA Executive Director
Emmanuel de Chancenotte, WPQ President
Olivier Bertrand, WPQ Executive Director
Nancy Smith, MWPA President (Proxy held by: Dwayne Donald)
Angelos Kotzambasis, OWP President
Nishant Damani, OWP Technical Advisor
Bill Borland, WPNB President (Proxy held by: Erin Lukie)
Dwayne Donald, WPS President
Cyril Dorgigné, WPS Executive Director
Shane Solomon, WPW President (Proxy held by: Emmanuel de Chancenotte)
Martin Goulet, WPC Executive Director
Olivier Pineau, WPC Staff
Andrew Muir, WPC Staff
Kathy Hare, Sport Law

Regrets: Oleg Stratiev, WPC Director
Joe Singleton, WPNL President
Ahmed Abdel-hameid, WPNS President

Minute's recorder: Rebekka Steenkamer, WPC Staff

Action Meeting convened at 9:02 am MT

Item 1 - Call the meeting to order

- Kathleen Dawson called the meeting to order at 9:02 am MST
- Kathleen thanked Water Polo Canada's (WPC) funding partners as well as the WPC staff.
- An acknowledgement of treaty territories was read
- A new section entitled "In memoriam" was added to acknowledge and remember key members of the WPC community who have passed away in the past year.. A moment of silence was observed in remembrance of their contribution to Water Polo in Canada.

Item 2 – Confirmation of voting credentials, including acknowledgment of proxies, and allocation of votes.

- Water Polo West (WPW): Proxy Emmanuel de Chancenotte (8 votes)
- Alberta Water Polo Association (AWPA): Matt McCormack (10 votes)
- Water Polo Saskatchewan (WPS): Dwayne Donald (6 votes)
- Manitoba Water Polo Association (MWPA): Proxy Dwayne Donald (4 votes)
- Ontario Water Polo (OWP): Angelos Kotzambasis (12 votes)
- Water Polo Québec (WPQ) : Emmanuel de Chancenotte (9 votes)
- Water Polo New Brunswick (WPNB): Proxy Erin Lukie (3 votes)
- Directors
 - Josée Lanouette (1 vote)
 - Erin Lukie (1 vote)
 - Catherine Code (1 vote)
 - Donna Atkinson (1 vote)
 - Geoff Schoenberg (1 vote)
 - Jared Gillespie (1 vote)
 - Bill Meyer (1 vote)
 - Frank Meunier (1 vote)
- **Total eligible votes 60**
- To pass a normal resolution there needs to be 31 votes (> 50%) and 2/3 majority (40 votes) for a special resolution to pass.

Item 3 - Appointment of Scrutineers

- The Board has appointed Kathy Hare of Sport Law and Rebekka Steenkamer of WPC to serve as the scrutineers for this meeting.

Item 4 - Adoption of agenda

- Hearing no objections, the agenda is approved.

Item 5 - Declaration of conflict of interest

- No conflicts declared.

Item 6 - Vote on acceptance of previous minutes

Motion #2: To approve the previous minutes – June 13, 2021, AGM

Motion by Geoff Schoenberg, 2nd by Erin Lukie

- 3 Abstentions

Motion carried

Item 7 - Business arising from previous year's AGM

- Ontario Water Polo (OWP) requested to work with WPC's Governance Committee on the Event Sanctioning Policy.
- Geoff Schoenberg reached out to OWP's president regarding a meeting, but no meeting was held.
- OWP provided written comments that were considered.
- WPC's Event Sanctioning Policy was updated to take into account the new national registration database system, RAMP ®.
- OWP had comments regarding affiliate members and how they were included in RAMP.

Item 8 - AGM Annual Reports

President's Report – Kathleen Dawson

- Kathleen elaborated on some points mentioned in her written report.
- The Board reviewed its action register on Friday September 23rd and it was the vast majority of tasks undertaken at the beginning of the year were completed.
- Kathleen thanked the Board for their time and hard work.

Executive Director Report – Martin Goulet

- Written report.
- Since the report came out, there as been an adjustment to the WPC organizational chart. WPC has hired a Domestic Operations Coordinator who will start on October 3rd.

Water Polo West (WPW) – Keith Ryan

- Written report.

Alberta Water Polo Association (AWPA) – Matt McCormack

- Written report.
- AWPA is focusing on safety (referenced their Safe Sport presentation – September 24th) and communication.
- There are two new clubs in Alberta using the Swim like a Dolphin grassroots program to recruit members.

Donna Atkinson congratulated AWPA on their work in Safe Sport.

Water Polo Saskatchewan (WPS) – Dwayne Donald

- Written report.
- WPS has experienced excellent growth in Saskatoon, which is big for funding purposes.
- WPS is starting a Safe Sport prevention committee to communicate their policies,

anti-bullying, how to report, etc. with clubs and parents.

Manitoba Water Polo Association (MWPA) – Bruce Rose

- Written report.

Ontario Water Polo (OWP) – Angelos Kotzambasis

- Written report.
- Angelos thanked the OWP staff (Nish, Kathy, and Nancy) for their hard work throughout the Pandemic.
- OWP is in a “lights on” phase and getting back to competition.
- OWP has participated in many pilot projects including the Community Coach online course and the Provincial Referee online course which were big scalable project pieces.

Water Polo Québec (WPQ) – Emmanuel de Chancenotte

- Written report.
- Emmanuel indicated that it has been a rough two years for WPQ with the Pandemic as Québec was the most restricted province during COVID-19.
- WPQ received special funding from Ottawa.
- Emmanuel thanked the WPQ staff (Olivier and Michelle) for their hard work throughout the Pandemic.
- The Ministry came to them with code of governance – built in governance committee – people who were really dedicated. There is so much stuff to do but it forced us to look at our policies.
- WPQ received \$100,000 in donations from their membership.
- WPQ’s grassroots program was integrated into the Lifeguarding Society programming.
- WPQ is keeping close relations with aquatic partners – diving, swimming, artistic swimming – showing that all aquatic federations are looking at preventing drowning.
- WPQ is looking to work with OWP to ensure that they get better games.

Questions

- WPS: Where do fundraising dollars go?
 - Martin: General donations go toward operations to reduce administrative costs. We are required to abide by the mandates of the charitable charter.
- Donna Atkinson: Is the Lifesaving Society talking about integrating WPQ’s grassroots program nationally?
 - WPQ: Unsure. We proved that we funnel people towards becoming lifeguards and they saw value in this as it increases visibility.
- WPS: Does this integration allow athletes to complete the lifeguarding course?
 - WPQ: The lifeguarding society is trying to get lifeguards from as many aquatic sports as possible.

Water Polo New Brunswick (WPNB), Water Polo Nova Scotia (WPNS) and Water Polo Newfoundland (WPNL)

- No report received.
- Erin Lukie, who held proxy for WPNB, indicated that they are looking for opportunities to compete.

Athletes' Council – Erin Lukie

- Report stands.
- Robin Randall was past chair, now it is Shae LaRoche.
- The AC is an important way for NT and AGNT athletes to get their voices heard.
- Dayna Christmas – thanked them for their work

Audit and Finance- Catherine Code

- Met 11 times formally and many times informally.
- Provides the Board with the annual financial statements.
- Monitors financial results
- New Financial Mana Policy – aligns financial strategy with the Operational Plan.

Canadian Water Polo Hall of Fame – Bill Meyer

- David Hart was the chair of the committee
- Thank you to the NCL for showcasing the Hall of Fame
- Met on a monthly basis
- Little bit of fundraising and outreach with the alumni
- Successful event from the reports received.

Governance – Geoff Schoenberg

- Developed a Board charter which was the outcome of discussions at workshops in March 2022. It defines how the Board works together. .
- Will be reviewed each year to determine how WPC Board wants to govern.

Nominations and HR Committee – Donna Atkinson

- HR was a new addition
- Everyone contributed
- Met monthly
- The committee was restructured and the Terms of Reference were updated to include HR.–And a PSO representative is now included in the Nominations subcommittee. This year it was Dwayne Donald.
- Set out a work plan for the year and we accomplished all goals.

OPS Council – Jared

- Small typo correction to written report: updated 2021 to 2022
- Worked with the group – terms of reference updated.
- Safe Sport major focus. Return to play and RAMP were other discussion topics.

Risk Management – Josée Lanouette

- Continued management of the four enterprise risks
- Met five times (every time budget was updated)

Vision 2032 – Frank Meunier

- Following the interviews conducted over last few weeks, and the group session yesterday, there is no more to discuss.
- The WPC Board had the Vision 2032 idea then the COC came out with the grant.
- Review interviews and data and see what can be done that might fit the funding.
- The Vision 2032 Committee was Bill Meyer, Geoff Schoenberg, Ddonna Atkinson, and Frank Meunier.

Item 9 - Correspondence

- No correspondence received

Item 10 - Notices of Motion

- Eight (8) documents were shared related to the by-law updates and will be voted on
- **Motions to change the By-Laws require a 2/3 majority vote**

Resolution #1: Change to Section 5.3 of the WPC By-laws

Be it resolved that Article 5.3 be repealed and replaced by the following:

5.3 Number of Directors

The Board shall consist of the number of directors specified in the articles. If a minimum and maximum of directors is provided for in the articles, the members may, from time to time by ordinary resolution, fix the number of directors and the number of directors to be elected at annual meetings of the members, or the members may delegate those powers to the directors. The Corporation shall have at least three (3) directors, at least two (2) of whom are not officers or employees of the Corporation or its affiliates. At all times, a minimum of 75% of directors shall be residents of Canada.

- Recognize that WPC alumni move around and removes the barrier of entry for those people who do not reside in Canada.

Moved by Geoff Schoenberg, 2nd by Jared Gillespie

Motion carried unanimously.

Resolution #2: Change to Section 5.4 of the WPC By-laws

Be it resolved that Article 5.4 (a) (viii) be repealed and replaced with the following:

5.4 Qualification of Directors

- (a) The following persons are disqualified from being a director of the Corporation:**
- (i) anyone who is less than eighteen (18) years of age;**
 - (ii) anyone who has played on, coached (head or assistant), or managed one of Canada's national teams, of any age category, at any point in time in the three (3) years immediately preceding the AGM in which the candidate would be considered;**
 - (iii) a member of the immediate family (including without limitation, parent**

Grandparent, guardian, brother, or sister) of any person listed in 5.4(ii);

- (iv) anyone who has been declared incapable by a court in Canada or in another country;
- (v) a person who is not an individual;
- (vi) a person who the status of bankrupt;
- (vii) a person who does not have the power under law to contract; and
- (viii) a person who is a board member, director, executive committee, or staff member of a Category 1 member of the Corporation.

Moved by Frank Meunier, 2nd by Erin Lukie

Motion carried unanimously.

Resolution #3: Acceptance of correction of language inconsistencies in current bylaws

Be it resolved to accept the updates regarding the use of English and French and to resolve inconsistencies in translation and punctuation.

Moved by Catherine Code, 2nd Jared Gillespie

Motion carried unanimously.

Resolution #4: Change to Section 5.10 of the WPC By-laws

Be it resolved that Article 5.10 be repealed and replaced to include additional language on term limits:

5.10 Election and Term

Subject to the articles, the members will, by ordinary resolution, elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of third annual meeting of members following the election.

A director may not serve more than five (5) consecutive two (2) year terms whereafter a period of two (2) consecutive years shall pass before such person is re-eligible to serve as a Director.

- Have to think about succession planning, all now would be starting their first term

Motion by Erin Lukie, 2nd by Geoff Schoenberg

Motion carried unanimously.

Resolution #5 Change to Section 5.12c of the WPC By-laws

Be it resolved that Article 5.12 (c) be amended to align with Article 132 (6) of the Canada Not for Profit Act.

5.12 Filling Vacancies Among Directors

(c) A director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

- Previous language in by-laws was unclear – if it is a vacancy then the new director serves the rest of the term for the open position.

Motion by Frank Meunier, 2nd by Jared Gillespie

Motion carried unanimously.

Resolution #6 Change to Section 10.5 of the WPC Bylaws

Be it resolved that Article 10.5 be amended to reflect officer terms of one year as follows:

10.5 Term

The President, the Vice President and any other officers of the Corporation other than the Executive Director shall hold office for a term of one (1) year or until the first board meeting following the AGM in the next fiscal year, whichever occurs first. If an officer ceases to be a director of the corporation, such officer's term shall automatically and simultaneously terminate as at the date such officer ceased to be a director of the Corporation.

- Recognizing that with two-year term limits there is more continuity but this allows the board to have a vote of confidence in their president
- Recognize that if things change, the board then has the ability to change officers the following year.

Motion by Josée Lanouette, 2nd by Erin Lukie

Motion carried unanimously.

Resolution #7 Change to Section 10.11 of the WPC Bylaws

Be it resolved that Article 10.11 be amended to reflect the changes made to the election of officers in 2021:

10.11 Vacation of Office Term

Except in the case of the Executive Director, if for any reason an officer vacates office before expiry of that person's term, and where there is still a quorum of board Members, the board may, by ordinary resolution, appoint a qualified individual to fill the vacancy from the current directors until the end of the term.

Motion by Jared Gillespie, 2nd by Catherine Code

Motion carried unanimously.

Resolution #8 Section 14 – Translated Bylaws

Be it resolved that Article 14 be added to the by-laws:

14.1 Translated By-Laws

In the event that a translation of these By-Laws is prepared and executed, the English language version shall govern if there is a conflict with a translated version.

- Discussion regarding the default language of the bylaws.
- WPQ argued that as a federation both languages prevail equally under the language law

- Jared Gillespie – explained that because WPC is a Canadian non-profit Corporation – it has the option to write the bylaws in either official language or both.
- It is a risk mitigation technique
- Original drafting was in English

Motion by Geoff Schoenberg, 2nd by Jared Gillespie

- AWPA, MWPA, WPS abstain

Motion defeated.

Resolution #9 – Safe Sport Surcharge Standing Committee

Be it resolved Water Polo Canada will create Standing Committee to oversee revenues collected through the Safe Sport Surcharge Fees.

Motion withdrawn

Motion from the floor

WPC's Risk Management Committee will conduct a review of WPC's Safe Sport Surcharge and provide input and guidance to the WPC Board. The Committee will develop a suggested list of allowable expenditures and activities to be covered by the Safe Sport Surcharge, together with funding allocation recommendations. Additionally, the Committee will provide recommendations on establishing a monitoring framework which will include annual reporting. This work will be done in conjunction with WPC's Member PSOs. Each Member PSO will be invited to name a representative to participate in the process

Motion by Josée Lanouette, 2nd by Dwayne Donald

Motion carried unanimously.

Resolution #10 – AGNT cost management

Motion to divide it into the 7 different components to discuss individually

- MWPA – Abstention

Motion carried unanimously.

BREAK – 10:05 – 10 min

- Acknowledge conflict of interest from WPS but allow the process to proceed.

Resolution 10 - Section #1: Selection Process

Be it resolved that Water Polo Canada build a selection process by October 31st, 2022 that includes National Championship League, Regional Development Centres, and the National Provincial Championship. Any athlete selection exemptions must be listed with explanations.

- Donna Atkinson: Motion to Amend – WPC will communicate a selection policy for the AGNT program by October 31st of each year. Seconded by Frank Meunier.

Amendment has been defeated

Motion carried

Resolution 10 - Section #2: Business Plan

Be it resolved that by January 31st, 2023 Water Polo Canada will build a 5-year business plan that displays an effort to bring National Team athlete participation costs to zero by the summer of 2027 or earlier.

Motion carried.

Resolution 10 - Section #3: Selection Dates

Be it resolved that Water Polo Canada will have all teams selected and announced (event roster along with alternates) by March 15th for summer programs/events, and September 15th for winter programs/events. While costs are still being borne by the athletes and their families.

- Geoff Schoenberg is now proxy for Catherine Code
- Amendment proposed by Bill and Geoff seconded

MOTION AMENDMENT: WPC will use its best effort to have all teams selected and announced by March 15th...

Amendment to the Motion defeated.

- Donna and WPNB abstain

Motion carried.

Resolution 10 – Section #4 : Staff costs paid by athletes.

Be it resolved that participants will only bear the cost of three (3) staff members and their related expenses to their specific program.

- Vote has been called by Geoff
- WPNB abstain

Motion carried.

Resolution 10 - Section #5: Program cost publication deadline.

Be it resolved that Water Polo Canada will ensure that it will publish program costs a minimum of fifteen (15) days prior to the team selection date (ensuring only athletes who have agreed to the participation fee are selected / published for the event).

- WPNB abstain

Motion carried.

Resolution 10 - Section #6: Responsibility of any financial shortfall.

Be it resolved that Water Polo Canada will cover any financial shortfall of the program once program costs have been published.

- WPNB Abstain

Motion carried.

Resolution 10 - Section #7: Financial summary and return of surplus.

Be it resolved at the completion of each program / event, athletes, their families, and the Provincial Sport Organizations, will receive a financial summary of the event. Any surplus will be returned directly to the athletes.

- WPNB abstain

Motion carried.

Item 11 - Financial Report

- Catherine Code went over highlights of the written report.
- Increased our assets – closer to stated financial goals (at least 3 months of revenue in our operations).

Questions:

- Is there a way to state that we fundraised the money paid by Age Group National Team athletes – non gov revenue – includes athlete funding.
- Dwayne – 2019 motion made to provide federal government funding – this was received in the 2020 year, but when will the 2021 year be completed/received?

ACTION ITEM: 2022 financial breakdown

Item 12 - Appointment of Auditor

Be it resolved that KPMG be appointed as the auditors for the upcoming 2022/2023 fiscal year.

Motion by Erin Lukie, 2nd by Donna Atkinson

Motion carried unanimously

Item 13 - Volunteer of the Year

- WPC – CWHOF committee
- AWPA – none to share
- WPQ – Frederick Thomas – photographer
- OWP
 - 2017 (Kyle Devitt)
 - 2021 (Brad Meyers)
 - 2022 (Ken Young)
- WPS – Jennifer Boutin

ACTION ITEM: WPC to send an email and a gift to the Volunteers of Year

Item 14 - Elections

The results from the 2022 WPC Board of Directors elections are:

Kathleen Dawson, Manitoba
Kyam Shell Schnitzer, Ontario
Josée Lanouette, Québec
Nic Youngblud, Alberta
Hélène Tournier, Ontario

Motion to destroy ballots and appoint the slate of candidates as presented.

Moved Angelos Kotzambasis, 2nd by Dwayne Donald

Motion carried unanimously

Item 15 - New Business

Recommend more research in the language laws and revisit.

ACTION ITEM: WPC and interested PSOs to work together to craft a resolution on language for next AGM.

- Erin Lukie/Jared Gillespie want to thank departing Directors Frank Meunier, Geoff Schoenberg and Donna Atkinson for their contributions.

ACTION ITEM: Erin Lukie will follow up with the non-elected directors and ask if they are interested in being on boards of clubs or PSOs.

- Dwayne Donald suggested that if the Board had questions on the proposed resolutions then they should have provided them to the PSOs earlier (i.e., ahead of the AGM weekend).
- Donna Atkinson replied that the best place for that dialogue would be the Presidents Council.

Motion to acknowledge our departing members

Motion by Erin Lukie, 2nd by Jared Gillespie

Motion carried

Thank you

Thank you to the WPC Board & everyone who participated this weekend. We'll meet in September next year for the 2023 WPC AGM.

ACTION ITEM: Commitment to plan a Leadership Summit again in the future too but the Operations Council will need to discuss the best way to approach it.

Item 16 - Next AGM – September 2023

Adjourned at 11:55am MST