Record of Decisions
Annual General Meeting
Navan Curling Club
Sunday, March 26, 2017

Present – Attendance sheet attached. Executive Committee members: Eric Fleming (Chair), Margo Jeske (Past President), David Scott, Neil Monkman, Rhonda Thibault, Alain Thibault, Roger Trenblay, Brent Kalk, Lorne Hess, Mark Steski and Brian Clements (Secretary).

1. Call to Order – Eric Fleming called the meeting to order at 1:00 p.m.

2. Check for Quorum – A quorum was in attendance.

3. Approval of Agenda – Eric Fleming asked for any additional agenda items. George Thwaites moved for the agenda be approved. Seconded by Barry McDowall. Carried.

4. Approval of last AGM Record of Decisions – **April 3, 2016 -** Neil Monkman moved for approval of the 2015 Record of Decisions. Seconded by Ross Bradley. Carried.

5. Business arising out of AGM Record of Decisions - April 3, 2016 – Eric Fleming updated the members on:
- Minimum number of games. The goal of 21 games for all leagues seemed to work well.
- **League participants**. He said he was not aware of any issues with the number of league participants. George Thwaites said that in general it was good, but there were some challenges with an uneven number of players for the second half of the season.
- Day Bonspiels. It was recommended that the situation be reviewed. Barry McDowall said three (3) of the day bonspiels had been moved to weekends and had to be cancelled for a lack of participants. He said they would look at moving them back to a weekday. Alain Thibault (Match Director) said the preliminary schedule for 2017-18 showed there should be more than enough days for the minimum number of games.

6. Annual Report. Copies of the report were available for review in the Club and on the website, 4 weeks prior to the meeting.
- **President's Report**. Eric Fleming said there would be no fee increases for next season, that the Board had revised the Club Bylaws and that, to improve the ice conditions (quality), we will trial issuing new grippers to all members at the start of the season. There will be a charge of $10 on the registration form and the Club will pay the difference in price ($3-$5). The program will be reviewed at the end of next season.
- **Treasurer's Report**. David Scott said the review of the 2015-16 financial information did not pick-up anything unusual. The cash flow was relatively constant with revenue up slightly and expenses down. $34,000 was spent on Capital assets (bar renovation, rock refurbishment, rebuilt scrapper, new chairs, used lockers and an access ladder to the roof). In the current year, expenses are up slightly (more ice usage, tax appeal) but revenue increased from sponsor renewals.
- **Q&A**. Barry McDowall asked about the number of members. George Thwaites asked where the new members were playing. Eric Fleming said many are in the Monday night Ladies, Thursday day Ladies and weekend leagues. In addition, we have a few more youth curlers.

George Thwaites asked why a United States flag was hanging in the playing area. He motioned for the Executive to review the protocol for displaying the flag. Seconded by Barry McDowall. Carried. George then asked if the Club had a flag? Ross Bradley said it did. It was suggest that it might be nice to display it. **Action – Executive Committee**

7. Correspondence – There was no additional correspondence to report. Key correspondence had been addressed in the various reports.

8. Election of Committee Members – Margo Jeske reported that information for the positions had been posted, with the exception of the President and 1st Vice-President. The only vacancy was the 2nd Vice-President; however, the House and Property and Ice Director positions were also open if someone was interested. There being no nominations from the floor, Margo motioned for approval of the Executive Committee slate as published. Seconded by George Thwaites. All in favour; carried. **Action – Past President & Secretary**

The 2017-2018 Executive Committee members are as follows: **President –** Neil Monkman; **Past President –** Eric Fleming; **1st Vice-President** – Mark Steski; **2nd Vice President –** vacant; **Treasurer –** David Scott; **Secretary –** Brian Clements; **Bar –** Roger Tremblay; **Communications / Publicity** - Brent Kalk; **House and Property** – Lorne Hess; **Ice –** Keith David; **Match –** Alain Thibault; **Membership –** Scott Savage and **Social** – Rhonda Thibault.

9. Appointment of Representatives - Margo Jeske motioned for the approval of Brent Kalk as the Club representative to the Ontario Curling Association (OCA) and Ottawa Valley Curling Association (OVCA). Seconded by Neil Monkman. All in favour; carried. **Action – Past President & Secretary**

10. Appointment of External Accounting Firm – David Scott motioned for Mr Neil Finkelman to remain our accountant for 2017-2017. Seconded by Neil Monkman. All in favour; carried. **Action – Treasurer**

11. Other Business

- <u>Fees</u>. Eric Fleming reiterated that there will be no increase in membership or league fees for 2017-18.

- <u>Curling Equipment</u>. Eric Fleming reiterated that there will be a gripper trial in place with both the members and the Club paying a portion of the cost.

- <u>Bylaws</u>. Eric Fleming explained that the Province is making changes to the Not for Profit Corporations Act that will affect all Not for Profits. With the assistance / guidance of Curling Canada, Curl Ontario, a lawyer and others, we reviewed and revised our Bylaws to incorporated the major changes and reflect the way the Club operates. We have removed the various committees that have not been used and create Terms of Reference for each of the Executive positions. Margo Jeske motioned for the approval of the new Bylaws. Seconded by Rhonda Thibault. There was discussion regarding the role of committees and the requirement for some standing committees, especially a finance committee. It was explained that there are currently two standing committees and a procedure exists for creating more or adhoc committees. Margo Jeske said we have considered the options and feel we have the right mix; however, we are open to change and will formalize should it be necessary. All in favour; carried. **Action – Executive Committee**

- **Amendments to New Bylaws**. Eric Fleming explained that since the publishing of the Bylaws in the AGM package, we had received input that requires amendment to several sections of the New Bylaws.

Amendment 1. Membership categories, article 3.5 (1). Margo Jeske motioned to change the description of a Regular Member to read: **Regular**: An individual who curls in one or more leagues. This category is entitled to one vote, **or proxy vote, at an AGM or special general meeting**. Seconded by Alain Thibault. Discussion provided clarity for the change, the age for voting (article 3.6) and the use of proxy votes. Approved. **Action – Executive Committee**

Amendment 2. Membership categories, article 3.5 (4). Rhonda Thibault motioned to change the description of Emeritus Member to read: **Emeritus**: An honorary position dedicated to those who have served the Club in a significant way. Past Presidents automatically become a Member Emeritus. Other individuals may be nominated and approved by the Board. There is no fee for these individuals, unless they continue to curl, in which case they shall pay all applicable fees. This category is entitled to one vote**, or proxy vote, at an AGM or special general meeting**. Individuals who are also Regular members are entitled to one vote**, or proxy vote,** only. Seconded by Dave Scott. Jim Scorsone asked if all Emeritus members were included in the Club distribution lists. It was agreed that those who aren't currently club members should be and that it would be confirmed. Approved. **Action – Executive Committee**

Amendment 3. Governance, article 4.3 (4). Eric Fleming explained that the intent is not to tie our hands but to provide flexibility for the management of a budget and the distribution of cheques for the project. Dave Scott motioned to change the article to read: Cheques, drafts or orders for the payment of money may be drawn, accepted, endorsed and signed by **any** two of the following Board Members: President, first Vice-President, second Vice-President and Treasurer. **Notwithstanding the foregoing, the Board may from time to time direct the manner in which (including imposing any monetary limits thereto) and the person or persons by whom a particular cheque, draft or order for the payment of money shall be executed.** Seconded by Barry McDowall. Discussion focused on how often the procedure may be used. Eric Fleming said not often. Jim Scorsone noted that the budget was not mentioned. George Thwaites asked that the members be provided with a report on how often this is used during the fiscal year. Approved. **Action – Executive Committee**

Amendment 4. Governance, article 4.3 (5). Eric Fleming said this amendment is similar to amendment 3, but the focus here is about signing for contracts versus cheques. It too should see limited use. Neil Monkman motioned to change the article to read: Only Officers of the Club shall sign **deeds, transfers, assignments, contracts, obligations and other instruments in writing. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or class of documents shall be executed.** All contracts, documents and instruments in writing so signed shall be binding on the Club without any further authorization or formality. The discussion focused on the need for flexibility. Approved. **Action – Executive Committee**

- **Thank you**. On behalf of the Club members and Directors, Neil Monkman, 1st Vice-President, thanked Margo Jeske for her 4 years on the Executive and contributions to the Club. He also thanked Eric Fleming for his time and leadership as President. Finally, he thanked Brian Clements for his work as Secretary and throughout the Bylaws process.