



MINUTES OF THE 2018 ANNUAL GENERAL MEETING

Tuesday, September 25, 2018, 16:00 Pacific Time via GoToWebinar

1. Call To Order – Andrew Clough

Welcome and greetings by Andrew Clough. Andrew Clough explains how the meeting will be run as well as how to navigate the GoTo Webinar software, which is the Webinar software being used for the AGM.

Call to order by Larry Bilton at 16:07 PT.

2. Calling of the Roll and Certifying of the Proxies- Andrew Clough

Voting delegates

Province/Territory	Representative	Votes
Yukon	<i>No Response</i>	5
British Columbia	Josh Dueck on behalf of Adrian Taggart	66
Alberta	Cam Jenkins	51
Saskatchewan	Susan Dow	5
Manitoba	Dave Parnell	7
Ontario	Eli Budd	38
Quebec	Julien Dufresne	67
New Brunswick	<i>No Response</i>	4
Nova Scotia	Ryan Farris	21

Board Members, Staff, Candidates and Guests

Jim Francis – CEO
Larry Bilton – Chair
Kam Loodu – Staff
Andrew Clough – Staff
Chris Wong – Staff
Josh Dueck – BC PSO
Alain Bertrand – QC PSO
Ryan Farris – NS PSO
Andrew Hayes – NS PSO
Cam Jenkins – AB PSO
Adrian Taggart – BC PSO
Justin Downes – Guest
Julien Dufresne – QC PSO
Cord Spero – Guest



Susan Dow – Sask PSO
Daniel Thibault – Guest
Troy Minogue – AB PSO
Eli Budd – ON PSO

264 votes available. Quorum present.
Simple Majority = 132 votes
Two Thirds Majority = 176 votes

3. Proof of Notice of meeting or waiver of notice – Andrew Clough

Proof of notice of meeting was circulated to all members by email on August 24, in the advanced AGM package.

The members agreed unanimously to waive the reading of the notice.

4. Reading and Disposal of any unapproved minutes – Larry Bilton

Larry Bilton asks for any errors or omissions from the meeting minutes of the last AGM on September 26, 2017, to be submitted. No submissions.

Motion to approve previous AGM minutes as circulated:
Moved by Cam Jenkins
Seconded by Julien Dufresne
No discussions, no questions and no opposition. Motion Carried.

5. Report from the Board of Directors Chair – Larry Bilton

The 2017/2018 season was a successful one. The BOD has focused on the development of the strategic plan for the 2018-2022 period. This started with focus groups in the spring and included the June summit in Ottawa.

There were the first ever cross-Canada engagement meetings last fall to create the alignment of the PSO, PTOS and FC strategic plans. That plan is now active and has become a living doc that is being used today.

All the BOD committees: Audit and risk, Governance, Nominations, and Compensation were busy during the year, meeting the commitments of their terms of reference.

- Audit and risk: Ensured the completeness of the financial results and provided guidance in helping FC refinancing.
- Governance: Undertook a board assessment and a review of our current policies and procedures.
- Nominations: Took a call for nominations and the vetting of candidates for the BOD for the upcoming year.
- Compensation: Reviewed the performance of the CEO.

Congratulations to all the hard work of all the athletes, coaches, and support staff. We produced fantastic results at the PyeongChang 2018 Olympics:

- 2 Gold: Cassie Sharpe & Mikael Kingsbury
- 1 silver: Justine DuFour Lapointe
- 1 Bronze: Alex Deville Marchand.



- FIS title: Mikael Kingsbury
- Nations cup globes: men's & ladies overall

Thank you to the retiring board members: Daniel Thibault, Ian Troop, Jason Fleming, Jim Francis. Special thanks to Jim Francis.

The board is entering Phase 2 of the search for an ED. Hoping to have this filled shortly.

6. Report from the CEO – Jim Francis

Highlights of 17/18 year:

Strategic plan

The work undertaken for the strategic plan, and the process and consultative approach to get to the plan where it is today. Operational plans drawn internally will be shared to the PTSO's at the PTSO meetings. The National office is a little behind timelines due to some unforeseen circumstances. Feeling that we're back on track and things are getting back to normal.

The Olympics

Big thanks to all those that undertook the Olympic program this year. We measured how we did in the top 5-6, not just by medals. We are well placed moving into Beijing 2022.

Sponsorship and partnerships

Columbia did not renew. ANTA has joined on as our replacement clothing sponsor, from China. This will be rolled out within a couple of weeks. All other partners have renewed.

Events side

Strong Canadian series and strong world cup from last year. Will continue to develop that and provide as many opportunities within the LTAD and the athletic system as possible.

Investment in the Coach program and athlete development pathway

Producing the best coaching programs and coaches in the world that will fit with our development programs and the development of our athletes. We continue to invest heavily in these programs and were making strides to hit a better growth cycle.

No questions.

7. Presentation of Financial Statements – Kam Loodu

Overall a clean audit for the statements ending March 31st, 2018.

Statement of operation

In a significant deficit for operations. In large due to a receivable from Michael Wekerle that has not been collected: \$450,000 for the year of 2018. Ongoing in the discussions with Mr. Wekerle to come to a conclusion. Until then, coming up with a strategy to pay what is owed over the next few months until we reach a conclusion.



Statement of financial position

The impact of that deficit resulted in an unrestricted deficit of \$117,000 to date. From the previous year we accrued a deficit of \$315,000 which makes the total amount with Michael Wekerle a total of \$765,000. That was left accrued in the audited financial statement. It has been deemed collectable, and was not written off.

Notes

Recallable debt. Mortgage switched from VanCity to the bank of Montreal. Bank indebtedness, challenges with cash flow due to timing of payments and release of funds from Sport Canada. That is being resolved and becoming a positive situation as of now.

A condo owned in Quebec was directly correlated to the change in investment of tangible capital assets.

See notes in the statements. They are generic for an NFP organization.

Challenge in changing to a new accounting system which resulted in a new accounting structure. This will be a reason why there are significant areas of difference between line items.

Questions:

Eli Budd – ON

Q: How have we been running a deficit for so long? Have we made a profit?

A: Kam Loodu- Profits were projected this year, but due to the challenges this year, we have not been able to. It's typical 1-2 years before an Olympics to have surpluses, but then those surpluses were spent for Olympics.

Cam Jenkins – AB

Q: What is the overall confidence level from the board to handle this situation with Mr. Wekerle?

A: Jim Francis – He hasn't said he won't follow through. Because it is such a large amount, the dialogue will continue. He is responding positively, so we have hope. To clarify, this started as a company deal and moved over to a donation. We have to be mindful when working with donors.

Motion to approve the financial statements of the fiscal year as presented:

Moved by Julien Dufresne

Seconded by Cam Jenkins

No discussion, no opposition. Motion carried.

8. General Resolution – Larry Bilton

Larry Bilton puts forward the general resolution:

Be it resolved "THAT all acts, contracts, by-laws, proceedings, appointments, elections, and payments enacted, made, done, and taken by the Directors and Officers of the Association during the fiscal year 2017/2018 as are set out or referred to in the minutes of the Board of Directors, Executive Committee, and Standing Committees, or in the financial statements submitted to this meeting, be hereby approved, sanctioned, and confirmed."



Motion that aforementioned general resolution is accepted as written:

Moved by Eli Budd

Seconded by Cam Jenkins

No discussion, no opposition. Motion carried.

9. Appointment of the Auditors – Jim Francis

Jim Francis puts forth that:

Be it resolved “THAT the firm of RHN be appointed as the auditors for the Canadian Freestyle Ski Association for the 2018-2019 Fiscal Year.

Motion to appoint RHN as the auditors of the CFSA for the Fiscal year 2018-2019.”

Moved by Cam Jenkins

Seconded by Eli Budd

No discussion, no opposition. Motion carried.

10. Election of Directors – Daniel Thibault

Daniel Thibault presented the Nomination Committee report.

Report was posted on the website 2 weeks ago.

There were 3 at large Director positions up for election of a 3-year term. The call for nominations was posted at the end of June. The nomination closed August 25, 2018. Nomination Committee received 9 complete applications, and 1 late application that was rejected. The Committee by consensus recommended the following slate: Justin Downes, Kim Forgues and Cord Spero for 3 years term. This was based on skill and a perfect fit with our by-laws.

No further nominations from the floor.

Larry Bilton thanks Daniel and the nomination committee for their hard work.

The final slate of names for election to the Freestyle Canada Board of Directors is:

- Cord Spero
- Kim Forgues
- Justin Downes

Motion to approve the slate of directors.

Moved by Cam Jenkins

Seconded by Adrien Taggart

Floor opened to discussion. No discussion.

11. Other Business – Larry Bilton



No new business presented.

12. Adjournment – Lary Bilton

Motion: “Be it resolved the 2018 FC Annual General Meeting be adjourned”.

Moved by Cam Jenkins

Seconded by Adrien Taggart

No opposition. Motion Carried. Meeting adjourned at 16:46 PT.