



## **Kawartha Nordic Ski Club Minutes of Annual General Meeting – November 9, 2020**

**Present:** Marg & Dave Walsh, Heather Thornton, Tom Parsons, Todd Harris, Bruce Wurtele, Ian Attridge, Sue Sauve, Steve Smith, Wendi Reid (General Manager), Aaron Hill, Aaron Shafer, Arndt Kruger, Barry Diceman, Bev Cameron, Bruce Mallalieu, Cathy Bolan, Peter Laurie, Colin Jones, Fiona Walker, Diane Rogers, Dave Woodfine, Jamie Fligg, Janet Kelly, Warren Dunlop, John Hunter, Katherine, Kim De Leenheer, Lucie Blouin, Mike McMurtry, Paul Quinn, Paul Wilkinson, Reinout Westbroek, Robert Hess, Ross Campbell, Terry Noble, Kathy MacMillan-Jones, Michael Unger, David Kubica

**Time:** 7:00pm – 8:30pm

**Location:** via Zoom

1. **Introductions and Establishment of Quorum** – Sue Sauve (Secretary) welcomed everyone to the meeting and established that quorum was achieved with more than 10 members in attendance.
2. **Approval of past Minutes**

**Motion:** Be it resolved that the minutes of the last Annual General Meeting held on November 11, 2019 for the July 1, 2018 to June 30, 2019 fiscal year be approved.

Moved by Sue Sauve, seconded by Arndt Kruger, approved (by 30)

3. **Annual Report of the Corporation** – Bruce Wurtele (President) - Bruce noted that we have record attendance at this AGM and provided several statistics. Last winter, the ski season was 105 days long and the trails were open 95 days. 8 of 10 of the closed days were in December. It is important to track this as our climate changes. Over the last several years, our average opening date was December 16 and the average closing date was March 23. Last season we had 828 members, sold 3500 day passes, and had 33 on the racing team. School visits were down by  $\frac{1}{3}$  in part due to labour disruptions in schools. The end of season survey showed 8,600 visits by club members, so well over 12,000 skier visits to the club when the day pass visits are added in. We had several events last season including the skiathon race, double-double, snowshoe hike, night ski and coffee house. We had the largest group ski to the Bennett Cabin in recent memory. Bruce thanked all the organizers for organizing these events and bringing our community together.

Bruce commented that many people contribute to Kawartha Nordic, including staff and volunteers. There are three individuals this year that have made a lasting impact that Bruce made special mention of. These people are Jon Grimwood, head coach for 6 years and a coach before that. Jon worked with young racers, bringing some to the provincial and national level. He was also a director on the board for many years. The second person recognized was Ryan Stabler, youth program coordinator for 5 years and volunteer coach before that. Ryan helped to sustain and grow our youth programs over those years. The third person is Mike Nevills who stepped down this year after being the Board secretary for 6 years. He got the club records in good order and kept us organized. Mike was a coach as well. These three have left enormous ski boots to fill.

Bruce thanked all the board members for their contributions, noting that this past year the board focused on implementing our strategic plan that was passed at last year's AGM.

4. **Financial Report and the Report of the Auditors** – Kim De Leenheer (Treasurer) - Grant Thornton prepared financial statements for Kawartha Nordic again this year. The statements show growth in day use fees and rental ski income, with expenses close to budget. The net income was \$19,000 at the end of the fiscal year and there was \$52,000 in the bank account. Due to COVID, the board decided to leave this in the bank account rather than investing in case we needed it. Kawartha Nordic also has \$97,000 in GICs for operating and capital funds. The operating fund covers us in a poor year and the capital fund allows for

timely replacement of larger items. Purchases this year will include new wayfinding signs, a sign printer to make the signs, and improvements to the trailer and chalet, including a new deck on the rental trailer (for COVID),

**Motion:** Be it resolved that the financial statement for the year ending June 30, 2020 be accepted as presented; and,

Be it resolved that Grant Thornton is appointed as accountants of the Corporation for the July 1, 2020 to June 30, 2021 fiscal year to hold office until the next Annual Meeting of the members at a remuneration to be determined by the Board of Directors.

Moved by Kim De Leenheer, seconded by Bruce Wurtele, approved (by 33). A request was made to add an option to abstain from voting for the remainder of the motions.

## 5. **Revision to the Kawartha Nordic Ski Club Bylaws** – Bruce Wurtele (President)

Bruce thanked Ian Attridge for his work in preparing the new by-laws. The new by-laws will be replacing the corporation's original by-laws of 1976. The Board recommends endorsement of the new by-laws. The new by-law and a marked-up version of the original by-law were shared in advance of the meeting, so the changes are evident. Bruce noted that there are a dozen or so sections with changes including:

- gender neutrality
- term consistency and capitalization
- term length for Board members increased from one to two years, which over time, will lead to staggered term starts
- a standard conflict of interest clause was added
- voting was changed to reflect actual practice of consensus and failing that, majority in agreement
- the by-laws include a clause that members be consulted before the Board proceeds with significant plans
- introduction of an Executive Committee and the Board can strike other committees
- membership is confirmed to go to November 30 each year
- notice for AGMs was increased from 10 days to 21 days
- nominations to the Board are 30 days in advance of the AGM
- the financial year was changed to end June 30
- added electronic means for voting
- added agents to appoint to do things on behalf of the Board (i.e. staff)

A question was asked about the target date for the next review. It was suggested that the next logical time will be when the new Ontario Non-Profit Corporations Act is enacted.

Ian noted that it would be good for the Club to review its Letters Patent as well, especially once the new framework for non-profits is available from the Province.

A question was asked if the by-laws give the Board authority to appoint someone if there is a resignation part-way through the term. Also, how much notice is required to change the by-laws? Ian indicated that a procedure is set out in the Ontario Corporations Act, and it is a minimum of 10 days in the current by-law. Hosting a special meeting is a bit of an effort, so it was suggested to change section 3 from 'members of the corporation' to 'the Board'. None was opposed to this amendment.

**Motion:** Be it resolved that the Kawartha Nordic Ski Club Incorporated By-Law Number 1 be replaced with the new, revised By-Law as presented with the one amendment as discussed.

Moved by Bruce Wurtele, seconded by Paul Quinn, approved (by 34)

## 6. **Update on the Covid-19 Plans for the 2020-2021 Ski Season** – Wendi Reid (General Manager)

Wendi was introduced as Kawartha Nordic's first General Manager. Wendi provided extensive information to those present about how operations and the experience at the Club will be impacted this winter.

7. **Election of Directors** – Sue Sauve (Secretary)

The following persons have been nominated as Directors of the Corporation: Bruce Wurtele, Kim De Leenheer, Lucie Blouin, Susan Sauve, Todd Harris, Kathy MacMillan-Jones, Paul Quinn, Fiona Walker, Cathy Bolan, and Reinout Westbroek.

**Motion:** Be it resolved that the persons so nominated be elected as the Board of Directors of the Corporation to hold office for a 2-year term.

Moved by Arndt Kruger, seconded by Steve Smith, approved (by 32)

8. Other Business

- a. Mark Wickham provided an update from the Canadian Ski Patrol. Mark recognized Bev Cameron for her work as a long-term member of the ski patrol. Mark thanked her for her significant contributions to the local community and nationally. Also, Kawartha Nordic won patrol of the year for the division.
- b. Natural Heritage Committee Update – Colin Jones provided information about the efforts that are taking place to create a Natural Heritage Inventory for the property, including identifying the Environmental Land Classifications. An iNaturalist project has been created that we can all contribute to with any natural heritage sightings including plants, animals, birds, etc.
- c. Membership Update – Bruce indicated that membership purchases are strong for the upcoming ski season.

9. Motion to adjourn. Moved by Ian Attridge, meeting adjourned.