



SYNCHRO SWIM ONTARIO - ANNUAL MEETING

JUNE 23, 2018

Synchro Swim Ontario Office
12-89 Galaxy Blvd., Etobicoke

MINUTES (Draft)

1. Call to Order

Jill Nelson called the meeting to order at 9:10am.

1.1. Presiding Officers & Welcome

Jill Nelson chaired the meeting. Ruth Belcher was the recording secretary.

Jill Nelson introduced and thanked the 2017-18 board of directors and Synchro Swim Ontario staff, consultants and guests, noting who was in attendance. She also thanked Members for attending this year's Annual Meeting and extended her appreciation on behalf of the board and staff to each and every Member for their part in making 2017-18 a very successful season.

Board

Jill Nelson	President
Sandra Inglis	Vice President
Catrine Klein	Treasurer
Ruth Belcher	Secretary
Christine Fink	Director-at-large
Mary-Jane Ling	Director-at-large

Staff

Mary Dwyer	Executive Director
Ellen Blainey	Coordinator Competitions, Training, Volunteers & Community
Rachel Klein	Sport Development Manager
Jennifer Knobbs	Coordinator Communications, Office & Member Services
Nancy Parton	Bookkeeper

Consultants

Kara Heald Special Projects

Guests

Steve Indig, Sport Law & Strategy Group
Derek Applebaum, Applebaum, Commisso LLP

Regrets

Elizabeth Vogt Marketing Coordinator
Karen Seymour Ontario Officials Committee

1.2. Attendance & Proxies

Members (in person)

Burlington Synchronized Swimming Club	Tanis Dal Zotto
Durham Synchronized Swimming Club	Holly Lundmark & Julia Thornton
Granite Club Synchro	Victoria Lee & Sara Ogilvie
Guelph Synchronized Swimming Club	Kelli Rice & Catherine Frost
Kawartha Trent Synchronized Swimming Club	Byron Stoyles & Danielle Smith
K-W Synchronized Swimming Club	John Ortiz
London Synchro Club	Nadia Facca
Mississauga Synchronized Swimming Assoc.	Candace Atherton & Tammie Hook
Olympium Synchronized Swimming Club	Susan St. Pierre
Sudbury Synchronized Swimming Club	Christine Ladouceur
Toronto Synchronized Swimming Club	Kate Stewart & Amelie Gundy
Variety Village Synchro Club	Debra Thomson & Tory Colby
York Synchronized Swimming Club	Jessica Zeidman

Members (attending by conference call)

Chaco Synchro Club	Manny Wu
GO Capital	Kerstin Virtanen
Markham Synchro Club	Hilary Seppanen
Nepean Synchronized Swimming Club	Fletcher Cudmore
Regional Training Centre, Ontario	Kristin McCoy
Waterloo Regional Synchronized Swimming Club	Erika Lindner

Members not in attendance

Brant Synchro Club
Halton Hills Synchronized Swimming Club
Sault Y Synchro
Toronto Tsunamis Masters Synchro Club

There were no proxies

1.3. Review of Voting Procedure

Jill Nelson reviewed the voting procedure.

1.4. Review of Document Package

Jill Nelson reviewed the document package provided to Members in advance of the meeting and Members were given a moment to review it. There were no questions.

2. Establishment of Quorum

Total Members present or attending by conference call: 19

Quorum was achieved and the 2017 SSO Annual Meeting was found to be duly constituted.

3. Approval of Agenda

RESOLVED that reading of the agenda is waived and the agenda for the 2018 Annual Meeting is approved as presented.

Motioned by: Tanis Dal Zotto, BSSC

Seconded by: Kate Stewart, TSSC

There being no additions, deletions or corrections to the Agenda, the Agenda stands approved.

4. Approval of the Minutes of the Previous Annual Meeting

RESOLVED that reading of the Minutes is waived and the Minutes of the Annual Meeting of June 24, 2017 are approved as presented.

Motioned by: Candace Atherton, MSSA

Seconded by: Kate Stewart, TSSC

There being no corrections to the Minutes, the Minutes stand approved.

5. Business Arising from the Minutes

There was no business arising from the Minutes of the previous Annual Meeting.

6. Confirmation of Changes to the SSO By-laws

Jill Nelson referred to the document circulated in advance of the Annual Meeting on this agenda item, noting that the board is requesting that Members confirm changes to the By-laws that were approved

by the Board in September of 2017 together with Temporary By-law No. 1 (Amended By-laws Phased Implementation Plan) that was approved in October 2017. There was not discussion.

RESOLVED that the changes to the SSO By-laws and Temporary By-law No. 1 (Amended By-laws Phased Implementation Plan) are confirmed as presented.

Motioned by: Tanis DalZotto, BSSC

Seconded by: Jessica Zeidman, YORK

In Favour: 39 Opposed: 0 Abstained: 0

7. Approval of SSO Name Change

Jill Nelson referred to the document circulated in advance of the Annual Meeting on this agenda item. Synchro Canada (SC) has put a name change to a vote of its members, which was approved. Their name will change from Canadian Amateur Synchronized Swimming Association (or CASSA) to Canadian Artistic Swimming (or CAS). Synchro Canada's preference is for provinces to use a similar name format to the one they have adopted. As such, the SSO board is requesting that Members approve a change to the Corporation's name from Synchro Swim Ontario to Ontario Artistic Swimming (or OAS)

Tanis Dal Zotto (BSSC) suggested OAS (also Old Age Security) is going to be very difficult to overcome from a branding perspective, particularly as a sport that has difficulty with awareness (e.g., we may never make it to the top of the Google search: Artistic is new and we are now layering on another issue. Mary noted Swim Canada has ownership of anything that is "Swim Canada" or "Swim Ontario" so reversing the order was not an option. Candace Atherton (MSSA) suggested in the context of sport, we should be fine. Sandra Inglis (SSO board) noted marketing campaigns will continue to use both terms. Kate Stewart (TSSC) asked whether the board considered not changing the name. Jill indicated there is some urgency to gaining control of some names and acronyms. Mary noted the rest of the country is comfortable with accepting the SC lead; most of Europe and South Africa have already adopted the name. SC is about to release the branding, including branding for each of the PSOs. SSO didn't want to fall too far behind that. Most of the provinces will end up following SC's lead. Mary did indicate that SSO has no expectations on a timeline of when clubs must make a change.

RESOLVED that the change in the name of the Corporation from Synchro Swim Ontario to Ontario Artistic Swimming is approved.

Motioned by: John Ortiz, KWSC

Seconded by: Candace Atherton, MSSA

In Favour: 39 Opposed: 0 Abstained: 0

8. Presentation of Board and Committee Reports

Jill Nelson noted that the Board and Committee reports were circulated in advance of the Annual Meeting. To expedite business, she proposed that, with the exception of the Finance & Audit Committee report, which would be voted on separately, the Board and Committee reports are grouped

into one action. Members will be asked to receive the Board and Committee reports in a single motion. Once they are received, Members will be given an opportunity to ask questions and discuss the reports. Ms. Nelson asked whether anyone had any concerns with this approach? There were no concerns.

RESOLVED that the Board & Committee reports are received as presented.

Motioned by: Tanis DalZotto, BSSC

Seconded by: Jessica Zeidman, YORK

In Favour: 39 Opposed: 0 Abstained: 0

Discussion and questions followed.

8.1 Finance & Audit Committee

Catrine Klein provided an overview of the financials starting with grants and how they affect revenues and expenses. The grant process changed dramatically this fiscal year. Where we used to get a base grant, the Ministry moved this year to the GameON base grant. SSO had to build its budget based on what we had previously had in our base funding and hope that this would continue into the current year. SSO was the first sport to get its documents in. We had already started our year and made our plans but did not know what our funding would be. Our long-term reserve plan was extremely important in this context as notice of funding did not come in until August 2017, well after the start of the fiscal year on April 1, 2017. Our base grant for the 2-year period is \$178,000, and we received quite a bit more money than anticipated.

Ms. Klein noted the RTC came under the umbrella of SSO to manage the finances in September 2017 and referred Members to income statement highlights in the report.

Ms. Klein noted that when SSO runs programs, all the programs have some subsidy attached to them. SSO is not making a profit from the programs and is not charging the full price. We see our job as to bring programs to athletes in as cost-effective way as possible. For example, RTC athletes do not pay the full cost of what it takes to train at the RTC. The fees are \$16,000 with approximately \$7,500 in sport science grants per athlete. John Ortiz (KWSC) asked where the 2017 numbers in the report on the RTC were. Ms. Klein noted the 2017 numbers are captured in SC's finances as SSO has only managed the RTC finances since September. SSO will be building a reserve for sustainability at the RTC.

Derek Applebaum provided a brief overview of his first review with SSO noting that the prior auditor has retired. Controls are in place and everything is very clean; it was a good review and his firm (Applebaum, Commisso LLP) has provided a clean review opinion.

Ms. Klein indicated SSO wants to be self-sustaining, but we don't want to be much higher than where we are currently at about 30% of total revenues. Our reserve plan is to have approximately 2 years of our base grant. Unlike certain other sports, SSO was able to proceed with programs this year in spite of delays in receiving notice of its base grant. Ms. Klein noted she is hopeful that we will still get the

second year of our grant in spite of a change in government. Overall SSO is in an excellent financial position.

Tanis Dal Zotto (BSSC) expressed congratulations on the grant; it is something we all benefit from. She suggested SSO should do a better job letting families know what is being subsidized: When fees come out, SSO should make clear what the total cost of the program is and set out explicitly what the grant or subsidy is.

Jill Nelson proposed that given the significance of the Finance & Audit Committee report, we move to APPROVE this report

RESOLVED that the Finance & Audit Committee Report is approved as presented.

Motioned by: John Ortiz, KWSC

Seconded by: Emily Gundy, TSSC

In Favour: 39 Opposed: 0 Abstained: 0

The remaining reports were discussed briefly in the following order:

8.2 Human Resources Committee

Sandra Inglis drew attention to the Organizational Review: It was something the board, Executive Director and Human Resources (HR) Committee thought was important for the organization including a 360 review of staff, to take a look at the health of the organization and identify strengths as well as areas to improve. The outcome is the HR Action Plan that the board now looks at on a monthly basis. Coming from that Action Plan are initiatives like Respect in Sport that will be an organizational focus in 2018-19.

Tanis Dal Zotto (BSSC) noted she was struck by the number of competitive athletes (1200) versus recreational (900). We should be very concerned about the growth of our sport based on these numbers. Mary noted the conversion of Novice athletes from recreational to competitive has distorted the numbers when compared to previous years. Mary acknowledged that as a sport body, we need to recognize that we have work to do to increase our recreational numbers or we will have difficulties in the future.

8.3 Marketing & Communications Committee

Sandra Inglis thanked Jennifer Knobbs for her efforts in 2017-18 particularly with the new emphasis on online marketing. In the interest of time she had nothing to add to the written report circulated in advance of the meeting. There were no questions.

8.4 Nominations Committee

Jill Nelson indicated that in the interest of time she had nothing to add to the written report circulated in advance of the meeting. There were no questions.

8.5 Program Policy Committee

Ruth Belcher indicated that in the interest of time she had nothing to add to the written report circulated in advance of the meeting. There were no questions.

8.6 SSO Ontario Officials Committee

Karen Seymour was not present. There were no questions.

8.7 President's Report

Jill Nelson indicated that in the interest of time she had nothing to add to the written report circulated in advance of the meeting. There were no questions.

8.8 Executive Director Report

Mary Dwyer congratulated Members for the work they are doing noting there has been a lot of work and activity at all levels: This is likely the busiest year SSO has ever had. She indicated that in the interest of time she had nothing to add to the written report circulated in advance of the meeting. There were no questions.

Several Members expressed concern about the timeliness of delivery of the board and committee reports requesting that, in future, they are circulated more than 12 hours in advance of the meeting. SSO also needs to take more care that all delegates receive copies. SSO should not rely on club Presidents to forward the information to voting delegates.

7. Report of the Auditors – Catrine Klein

Catrine Klein noted the Chartered Accounting firm of Applebaum, Commisso LLP has reviewed the financial position of Synchro Swim Ontario as at March 31, 2018 and filed a Review Engagement Report. Financial statements are in the Annual Meeting package

Ms. Klein had nothing further to add to her report on finances although did note that SSO's year-end is March 31, so it is a very short turnaround to get financial review completed and circulated to members to far in advance of the Annual Meeting.

There being no further questions, the report of the Auditors stands approved as presented.

8. Appointment of the Auditor

RESOLVED that the Chartered Accounting firm of Applebaum, Commisso LLP is appointed as Auditor to hold office until a successor is appointed at a remuneration to be to be fixed by the Board of Directors, the Directors being authorized to fix said remuneration.

Motioned by: Jessica Zeidman, YORK

Seconded by: Kate Stewart, TSSC

In Favour: 39 Opposed: 0 Abstained: 0

9. Appointment of New Directors

Ms. Nelson reviewed the voting procedure. She noted there was a Call for Nominations in advance of this Annual Meeting as defined in the Synchro Swim Ontario By-laws for five vacancies. Nominations were received from six candidates: Three were from returning Board members, and three from new nominees. The SSO By-laws state that the Board can only have one director affiliated with any one Member. As two people were nominated with an affiliation with one Member, the Nominations Committee decided which person's attributes most closely matched the Board's needs. The other candidate chose to withdraw their nomination therefore it was announced that an Ordinary Resolution was required for their election.

Ms. Nelson indicated nominations had been received for the following individuals in alphabetical order:

Ruth Belcher

Hilary Caldwell

Brad Davis

Catrine Klein

Sandra Inglis

Ms. Nelson noted that currently directors serve a two-year term (to a maximum of three terms). As discussed in Agenda Item 6, the current SSO board feels that longer terms (of three years) provides more depth and continuity and has recommended that the terms of directors be changed to three years. The Board agreed that this change would not mean extending the terms of any sitting directors, but instead would be phased in over the next three annual meetings according to SSO Temporary By-law No.1. Accordingly, there are two three-year terms to be elected and three two-year terms

Ms. Nelson noted further that the Nominations Committee has recommended that as Ruth Belcher and Catrine Klein have each served two, two-year terms, it would be valuable to have both of them fill three-year terms. Sandra Inglis and the two new Board members will fill two-year terms

RESOLVED that the five valid nominees, Ruth Belcher and Catrine Klein (who will serve three-year terms) and Hilary Caldwell, Brad Davis and Sandra Inglis (who will serve two-year terms) are elected to the Board by acclamation.

Motioned by: Tanis Dal Zotto, BSSC

Seconded by: Amelie Gundy, TSSC

In Favour: 39 Opposed: 0 Abstained: 0

10. Other Business

Mary Dwyer thanked Jill Nelson for her years of service as SSO President noting that under Jill's leadership and mentorship, we have made tremendous strides and we could not be more grateful. Ms. Nelson stated Mary is very generous to credit her with any of this; it was very much a team effort with the staff, board and members. There was no other business.

11. Adjournment

RESOLVED that the meeting is adjourned at 10:30am.

Motioned by: Kate Stewart, TSSC

Seconded by: Tanis Dal Zotto, BSSC

There being no further business and no objections, the meeting is adjourned.