



## ONTARIO ARTISTIC SWIMMING- ANNUAL MEETING

SATURDAY, NOVEMBER 20, 2020

12-89 Galaxy Blvd., Etobicoke  
Meeting conducted virtually on Zoom

### MINUTES (Draft)

#### 1. Call to Order

##### 1.1 Presiding Officers and Welcome

Ruth Belcher chaired the meeting. Christine Fink, board Secretary, was the recording secretary.

Ms. Belcher introduced and thanked the 2019-2020 Board of Directors and Ontario Artistic Swimming staff, consultants and guests, noting who was in attendance. All Members were thanked for their attendance and her appreciation was extended on behalf of the board and staff to each and every Member for their part in making the 2019-2020 season successful.

Board members were introduced:

Ruth Belcher	President
Sandra Inglis	Vice President
Christine Fink	Secretary
Hilary Caldwell	Director-at-large
Brad Davis	Director-at-large
Alanna Harman	Director-at-large

Unfortunately, Catrine Klein, OAS Treasurer for 2019-2020 was unable to attend the call.

Ms. Belcher acknowledged the four departing board members and thanked them for their dedication: Hilary Caldwell, Brad Davis, Sandra Inglis, and Catrine Klein.

Staff and contractors were introduced by Ms. Belcher:

Mary Dwyer	Executive Director
Mary-Jane Ling	Senior Manager, Sport Development
Sue Marnica-Wall	Membership Services & Office Administrator
Aerin England	Events, Programs & Marketing Coordinator

Samantha Kowalski     Media & Communications  
 Lauren Lindner         Projects Coordinator

Ms. Belcher noted that OAS Consultants Sheilagh Croxon and Kara Heald, who delivered immeasurable value to OAS programming in 2019-2020 and the current year, were unable to join the call.

Ms. Belcher introduced and thanked the guests in attendance:

Julie Chin, Chair of the Ontario Officials Committee  
 Wendy Yule, President of the Canadian University Artistic Swimming League  
 Derek Applebaum, OAS Auditor, was introduced and it was explained that he would speak to the Finance and Audit Committee report in Catrine’s absence.

The voting scrutineers for the meeting were introduced as appointed by the Board: Jason Robinson and Steve Indig, both from the Sport Law & Strategy Group. Jason was the voting administrator for the online voting platform Simply Voting, which is a credible and authenticated third-party voting platform. Prior to the meeting Jason ensured that all registered voters were entered on the system, and that voting was properly accounted for and tabulated within the system. Jason is a Certified Parliamentarian and assisted the Chair and members in following parliamentary procedure, Robert’s Rules of Order. Steve Indig was present to support Jason and act as second scrutineer for the elections.

Ms. Belcher introduced the seven (7) candidates to fill three (3) vacancies on the OAS board:

Geoff Allaire  
 Chris Foster  
 Alla Grigoryan  
 Brianna MacLellan  
 Trevor Scheffel  
 Lesley Toussaint  
 Mikhail Zaitsev

**1.2 Attendance and Proxies**

Member Club	Voting Delegate	Non-Voting Participant
Brant Artistic Swimming Club	Connie Martin	
Burlington Synchronized Swimming Club	Jodie Near	Nora Endicott
Chaco Artistic Swimming Club	Amanda Chang	
Durham Synchronized Swimming Club	Annaliisa Bennett	Catherine Switzer
GO Capital Artistic Swimming Club	Kerstin Virtanen	Georgia Bertsoulakis
Granite Synchro Club	Courtney Durand	
Kawartha Trent Synchronized Swimming Club	Crystal Lyons	Dani Smith
London Regional ASC	Tara Walker	
Markham ASC	Alacoe MacTavish	
Mississauga Synchronized Swimming Assoc.	Melanie Raymond	Erin Dawson
Nepean ASC	Andrew Bird	Elaine Guidon

Olympium Synchronized Swimming Club	Cory Bayly	Jeff Neihaus
Royal City ASC	Kelli Rice	
Sudbury Synchronized Swimming Club	Nadia Berardelli	
Toronto Synchronized Swimming Club	Karen Finley	Craig Kodama
Toronto Tsunamis Masters Synchro Club	Gayle Brocklebank-Vincent	Heather Will
Variety Village Synchro Club	Victoria Colby	Katie Allaire
Waterloo Region ASC	Leanne McDonnell	Erika Lindner
York ASC	Carol Ho	

Members Not in Attendance: Halton Hills Synchronized Swimming Club

Proxies: There were no proxies

### 1.3 Rules of Procedure

Given the meeting was conducted via Zoom, all attendees were asked to ensure they were muted, except when asked to speak. It was explained that to be recognized by the Chair that they were to use the 'Raise Hand' feature to signify their wish to speak, placing them in the virtual queue. For those dialing in via telephone, it was explained that 'star-6' is used to mute and unmute and 'star-9' to 'Raise Hand'.

For voting purposes, registered voting delegates were notified that they would receive an email each time a voting event was launched; for both a motion and the elections. It was noted that the emails would be sent to the address used to register for the Annual Meeting. Each email will include an elector ID and a unique password for each voting event.

### 1.4 Rules of Voting Procedure

Each ACTIVE Member in good standing, who is registered and present, will be included on the voting list in accordance with section 3.14 of the OAS By-laws.

Members with 26 or more registered amateur or masters' swimmers will have a second vote, and this will be represented on the voting list (which means that their vote is worth 2 votes).

Any proxy holders in possession of an APPROVED PROXY have also been represented on the voting list.

When attendees are proposing a motion, or wish to second a motion, they were asked to follow the Rules of Procedure as previously shared. When recognized, they were asked to state their NAME and the name of the CLUB or the club that they are holding the proxy for.

Ms. Belcher noted that under Robert's Rules of Order, all delegates should have an opportunity to speak once before speaking a second time.

To expedite the meeting, Ms. Belcher requested approval to proceed on the voting of routine matters by asking if there are any additions, deletions or corrections and, if nothing is suggested, the motion will move forward. No Members expressed concern with this approach.

Ms. Belcher thanked all attendees for making the time to attend this year's Annual Meeting, and also extended appreciation on behalf of the OAS board and staff to each and every attendee and their clubs for their ongoing support, dedication, and collaboration as we continue to work together to build a strong, sustainable future for artistic swimming in Ontario.

## 2. Establishment of Quorum

By-laws Section 3.08: One-third (1/3) of the Members present or by proxy will constitute a quorum.

Total Members present = 19

Quorum of 1/3 of Members = 7

Quorum was achieved. The 2020 OAS Annual Meeting was found to be duly constituted.

## 3. Approval of Agenda

Ms. Belcher provided opportunity for additions to the agenda. None were brought forward by the attendees. The agenda was therefore approved.

## 4. Approval of the Minutes of the Previous Annual Meeting

Ms. Belcher provided opportunity to obtain feedback on the Minutes from the 2019 OAS AGM.

It was noted that a member in attendance, Lisa Lemieux from Burlington Synchronized Swimming Club, was not indicated in 1.2 Attendance and Proxies. There were no further corrections to the Minutes and the Minutes stand approved as revised.

## 5. Business Arising from the Minutes

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

## 6. Presentation of Board and Committee Reports

Ms. Belcher noted that the Board and Committee Reports were circulated in advance of the Annual Meeting. These reports included:

- Human Resources Committee
- Marketing & Communications Committee
- Nominations Committee
- Ontario Officials Committee
- Program Policy Committee
- President and Executive Director

### 6.1 Human Resources Committee

Ms. Belcher thanked Christine Fink, Chair of the Human Resources Committee.

There were no questions regarding the HR Committee report.

## **6.2 Marketing and Communications Committee**

Ms. Belcher recognized and thanked Sandra Inglis, Chair of the Marketing & Communications Committee.

There were no questions regarding the Marketing and Communications Committee.

## **6.3 Nominations Committee**

Ms. Belcher recognized Alanna Harman, Chair of the Nominations Committee. It was clarified that any questions relating to the slate of candidates for the election be deferred to that section of the agenda.

There were no questions regarding the Nominations Committee report.

## **6.4 Policy Committee**

Ms. Belcher is the Chair of the policy committee.

There were no questions regarding the Policy Committee report.

## **6.5 Ontario Officials Committee**

Ms. Belcher thanked and recognized Julie Chin, as the Chair of the Ontario Officials Committee.

There were no questions regarding the Officials Committee report.

## **6.6 President and Executive Director (ED) Report**

Ms. Belcher noted that she and Mary Dwyer, OAS Executive Director, chose to submit a joint report this year.

There were no questions regarding the President-ED report.

No objections were noted by the members to any of the 6 Reports distributed to the members and these reports were therefore determined to be approved.

## **6.7 Finance & Audit Committee**

Ms. Belcher recognized OAS Auditor, Derek Applebaum, who was available to speak and answer questions on the Finance & Audit Committee report.

Mr. Applebaum clarified that the budget year being discussed had a year end of March 31, 2020 and the statements of changes in net assets, operations and cash flow were for the year then ended.

The financial summary was reviewed. Mr. Applebaum reported a strong financial balance sheet at the end of the year. COVID had impacts on some of the numbers with a greater affect anticipated for this fiscal year. He indicated that the amalgamation of the RTC in August 2019 also impacted the numbers. A net assets balance of \$342,087 with a loss of \$64,962 was identified for the year.

In review of the Statement of Operations he noted that the competition and award fees had been affected due to COVID and the cancellation of events.

Jodie Near (BSCC) questioned the RTC and expenses on page 4 and why the note 8 expenses differed from the total. Mr. Applebaum explained additional the expenses of the enhanced training centre was not allocated in the note but was in the expenses.

Kelli Rice (RCASC) questioned why the 2019 budget noted that Canada Games was \$35,000 but Ontario Winter Games (OWG) wasn't noted as an individual expense line. Mr. Applebaum explained that OWG is regular and normal operating expense of the organization, so it is not identified on a separate line.

Ms. Rice further recommended that the notes section identify the impact of COVID on the past financial statements. She suggested that from a historical perspective it would be helpful to add information to identify the impact it had. Mr. Applebaum indicated this report does not identify the analytics as to why the numbers are as they are; it is just a presentation of the numbers. Ms. Dwyer indicated that expenses are detailed in budget reporting with a highlight in field of comments as to the nature of the expenses. She suggested that the greatest loss relating to COVID the refunds provided to member clubs.

Karen Finley (TSSC) questioned the expenses associated with RTC as there was not a program in 2019-2020 yet a significant financial allotment was made. Ms. Dwyer explained that there was a transition of the organization from CAS into the OAS umbrella, and then the closing of the separate account and merging it in to the OAS account in the final year. Mr. Applebaum reported certain expenses were deferred and were expensed in the 2019-2020 year. There will be nothing relating to the RTC moving forward.

Kelli Rice (RCASC) questioned the expenses under professional fees identifying that it almost doubled in comparison to the prior fiscal year. Mr. Applebaum indicated that this is as a result of Safe Sport matters and explained the federal Safe Sport initiative that was launched in the fiscal year resulted in a \$20,000 expense to address this. These services included professional expenses for legal services, mediation, development of Safe Sport policies, and assistance to clubs that were dealing with Safe Sport matters.

Karen Finley (TSSC) noted that travel and hospitality expenses were higher when only half a season occurred. Ms. Dwyer explained that, due to the OAS year-end of March 31, the majority of the meets occurred in the 2019-2020 fiscal year and that the only reduction in expenses in this area occurred in March 2020. The decline in expenses related to travel and hospitality will be reflected in the 2020-2021 fiscal year.

**RESOLVED:** to receive the 2019-2020 Finance and Audit Committee Report as presented.

Motioned by: Andrew Bird, Nepean

Seconded by: Melanie Raymond, Mississauga

On a motion duly made and seconded by the Members, be it resolved to receive the 2019-2020 Finance & Audit Committee report as presented.

Mr. Applebaum confirmed that ballots were received from 19 registered and attending, with 33 eligible votes received. The motion was passed unanimously.

Carried: Unanimously

## 7. Report of the Auditors

The Chartered Accounting firm of Applebaum, Commisso LLP has reviewed the financial position of Ontario Artistic Swimming as at March 31, 2020 and filed a Review Engagement Report. Statements are in the Annual Meeting package.

Again, Ms. Belcher recognized OAS Auditor, Derek Applebaum, to respond to any questions relating to the Report of the Auditors.

There were no questions regarding the Report of the Auditors. The Report of the Auditors was approved as presented.

## 8. Appointment of the Auditor

**RESOLVED:** that the Chartered Accounting firm of Applebaum, Commisso LLP is 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: Jodie Near, Burlington

Seconded by: Melanie Raymond, Mississauga

On a motion duly made and seconded by the members, be it 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

Mr. Applebaum confirmed that ballots were received from 19 registered and attending, with 33 eligible votes received. The motion was passed unanimously.

Carried: Unanimously

## 9. Election of Directors

There was a Call for Nominations in advance of the Annual Meeting as defined in the Ontario Artistic Swimming By-laws for three (3) vacancies. Nominations were received from 9 candidates. Following the candidate evaluation process, 2 candidates withdrew, leaving a total of 7 candidates eligible for election.

Ms. Belcher advised the membership that Catrine Klein, Treasurer, had recently notified her of her decision to resign with immediate effect from the OAS board. In accordance with Section 6.07 of the OAS Bylaws, the new OAS Board will fill the vacancy of the Treasurer position by appointing a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. The term for this position expires at the next Annual Meeting in 2021.

## 9.1 Appointment of Scrutineers

The voting scrutineer for the elections was Jason Robinson from the Sport Law & Strategy Group, with the voting being conducted on the Simply Voting platform. Steve Indig from the Sport Law & Strategy Group acted as the second scrutineer for the elections and Mr. Indig confirmed the election results with Mr. Robinson. Election votes are anonymous, and Mr. Robinson simply reported the result of the vote to the Chair and the members after confirming with Mr. Indig.

## 9.2 Recommended Candidates

Ms. Harman, Chair of the Nominations Committee, thanked the outgoing Board members for their dedication and services to OAS

- Hilary Caldwell
- Brad Davis
- Sandra Inglis

She acknowledged all of the Nominees for 'stepping into the arena' and putting their name forward to serve the members of the Province. She explained that OAS is fortunate this year to have a slate of seven exceptionally qualified candidates.

The excellent group of Candidates and the thorough process that was engaged in is attributed to the volunteer members of the Nominations Committee. She thanked Monique Dubord and Kara Heald for their service.

Ms. Harman explained that in developing a well-rounded Board to best serve the Members the Nominations Committee identified key skills gaps currently existing and with consideration for future succession planning. The Nominations Committee identified finance and accounting, change, and risk management as critical skills needed on the Board. As the pandemic continues and with the increasing shifting to an online environment, the need for technology experience was also identified as a skillset that would be an added asset to the Board.

The Nominations Committee recommended 5 (five) candidates that they assessed as best filling the identified gaps. The recommended candidates are, in alphabetical order:

- Chris Foster
- Alla Grigoryan
- Trevor Scheffel
- Lesley Toussaint
- Mikhail Zaitsev

As indicated in the Nominations Committee report, it was recommended highly that the Members elect a candidate with financial and accounting expertise.

Ms. Harman thanked all Candidates for coming forward and for being willing to serve on the OAS Board. She opened the floor to questions. None were received.

## 9.3 Review of Voting Procedure

Ms. Harman explained that Nominations had been received for the following SEVEN individuals, listed in alphabetical order:



- Geoff Allaire – Variety Village Synchro Club
- Chris Foster – Olympium Synchronized Swimming Club
- Alla Grigoryan – Chaco Artistic Swimming Club
- Brianna MacLellan – Chaco Artistic Swimming Club
- Trevor Scheffel – Waterloo Region Artistic Swimming Club
- Lesley Toussaint – Independent
- Mikhail Zaitsev – Olympium Synchronized Swimming Club and Burlington Synchronized Swimming Club

All candidates had accepted their nominations and their CVs were provided to all voting delegates in the document package.

Mr. Robinson reported that to be elected, a candidate must receive more than half the votes cast by voting delegates. The three nominee(s) receiving the greatest number of votes AND a majority of votes will be elected.

In the case that any of the candidates do not receive more than half the votes cast, it was explained that the vote will be rerun for the remaining positions, with the candidate that received the fewest votes eliminated from the second round of voting. That process will continue until a candidate attains a majority of votes for each position available.

In the case of a continued tie, the winner(s) will be declared by Ordinary Resolution of the Board.

Members were reminded of Bylaw 4.02(b) that states that only ONE individual affiliated with each club can be elected to the Board. As a result, only one of two Nominees affiliated with Olympium Synchronized Swimming Club and only one of two affiliated with Chaco Artistic Swimming Club are eligible to be elected. In the event that two candidates from the same club both receive the top THREE highest number of votes AND a majority of votes, only the club candidate receiving the most votes of the two will be elected and another ballot will be cast with the second club candidate removed from consideration.

Opportunity was provided for questions. None were posed.

## 9.4 Election

Mr. Robinson confirmed that he had received 33 of the 33 eligible votes cast.

Two candidates received a majority vote and have therefore been elected as members of the OAS Board of Directors. These individuals were identified as:

- Lesley Toussaint
- Chris Foster

Mr. Robinson identified that a second ballot was needed to select the third member to the Board. It was noted that Chris Foster is a member of Olympium Synchronized Swimming Club and therefore Mikhail Zaitsev was removed from the second round of voting. In addition, the individual receiving the lowest number of votes was Alla Gregorian; as a result, she was removed from the ballot. Three candidates remained for the second round of voting.

- Geoff Allair
- Breanna McLellan
- Trevor Scheffel

Mr. Robinson confirmed having received all 33 votes cast. No candidate received 17 or more votes and as a result, a third round of voting was required. Geoff Allair received the fewest votes and was therefore removed from the third ballot. The remaining candidates were:

- Breanna McLellan
- Trevor Scheffel

All 33 of 33 eligible votes were received. One individual received a majority vote. The third elected member to the OAS Board of Directors was identified as:

- Trevor Scheffel

Ms. Belcher congratulated the new Directors and thanked all who stood for election. She encouraged all Nominees who were not successful today to consider volunteering for one of the OAS committees.

### **9.5 Destruction of the Ballots**

Ms. Belcher indicated that should there be no objection by the members, she would direct the scrutineer to maintain in confidence the vote and to erase all electronic ballots and voting results from the Simply Voting platform.

No objections were noted, and Mr. Robinson was directed to erase all ballots and voting results.

## **10. Other Business**

Nothing further was identified.

## **11. Adjournment**

Ms. Dwyer indicated that the OAS annual report would be emailed to all voting members in the near future.

With no objections noted, Ms. Belcher declared the meeting adjourned at 10:25am.