

DRAFT

Ontario Cycling Special Meeting Minutes

November 17th, 2022

Via Zoom

Topic	Notes	Mover / Second	Carried/ Defeated
Call to Order	Meeting was called to order at 7:04pm Data on the Spot introduced and instructions on online voting provided	N/A	N/A
Quorum Established	Quorum was established with 17 voting members present with an additional 11 absentee votes and 1 proxy votes. Requirement was 11.	N/A	N/A
Approval of Agenda	Motion: <i>Be it resolved that the agenda of the 2022 Special Meeting of Members be approved.</i> There was no discussion.	Emma Wiechula Dave Palmer	Carried
Business as Specified in Meeting Notice: Discussion	<ul style="list-style-type: none"> ▪ Current bylaws have not been updated since 2013 ▪ Review was undertaken with legal counsel John Wilkinson ▪ <i>Ontario Not for Profit Act (ONCA)</i> came into effect on October 19, 2021 ▪ Proposed New Bylaws are now in compliance with ONCA and include industry best practices ▪ Membership Class changes allow for increased club contribution, moving from 19 clubs who currently have a vote to 71 one clubs having a vote as an OC Member Club ▪ Increased individual voices from 364 to 1188 individual members having a vote ▪ Officers and Directors structure cleaned up to better align with the strategic direction of the organization ▪ Standing Committees <ul style="list-style-type: none"> ▪ Formalization of three standing committees of the board to provide strong governance function and oversight: <ul style="list-style-type: none"> ▪ Audit & Risk Management ▪ Governance & Human Resources ▪ Nominations Committee ▪ Addition of an Athlete Representative on the Board and the creation of an Athlete Advisory Council ▪ Changes to the Bylaws to accommodate feedback after defeat at Annual Meeting: <ul style="list-style-type: none"> ▪ Removed the word "Race" in Section 2.3 (a)ii to indicate all UCI licenses. ▪ Removal of restriction in Section 2.4(b) and Section 3.9 (a) to enable an individual from any membership class to put their name forward to be nominated for a board position. 		

	<ul style="list-style-type: none"> ▪ Creation of a Club Advisory Committee chaired by President & CEO with Club Relations & Membership Manager to work closely with OC Management Staff to ensure that clubs are directly involved in the creation of impactful change for clubs. <ul style="list-style-type: none"> ▪ Terms of Reference have been drafted and will be discussed at the Club Chat on November 30th. ▪ Call out for the Committee will be in December. ▪ Question from Emma Wiechula on why we are putting Term Limits for Directors in the Bylaws: <ul style="list-style-type: none"> ▪ Legal Counsel John Wilkinson – Term limits are best practices to provide fresh eyes on issues as well as relates to the requirements in the National Sport Canada Governance Code Limits. ▪ Question from Emma Wiechula on the ability of the board to appoint a position for a 1-year period. <ul style="list-style-type: none"> ▪ Legal Counsel John Wilkinson – The provision reflects a statutory provision in the new statute in ONCA (Ontario Not for Profit Act) and it’s available to any board who has had an election of at least 3 directors at the last Annual Meeting. It allows a board that is missing a specific skill set to identify someone who has that skill for appointment. It is not obligatory but an option and may not always be utilized. It is there for use whether it’s in the bylaws. So even if it's not in the Organization Bylaws, they could appoint a director for a 1-year term to address a gap. ▪ Question from Steve Head on the requirement for clubs to be incorporated to have a vote. <ul style="list-style-type: none"> ▪ Legal Counsel John Wilkinson – Limited liability aspect of having a corporation in place, protects not only the individuals involved, but also the Organization. With incorporation, there is a regulation of activities and contracts are signed and under the club’s corporate name as opposed to using OC’s name in case of a potential lawsuit. ▪ OC is working with affiliated clubs to aid in the incorporation process by providing templates and policies for adoption. Clubs will be given a grace period to become incorporated, but they will not be able to vote until they are incorporated as the bylaws state that only incorporated clubs may have a vote. 		
Motions for the Business of the Special Meeting	<p>Motion: <i>Be it resolved that the Bylaw revisions for the OC Membership Class, Sections 2.1 through to Section 2.4 inclusive and Section 3.9(a), are approved.</i></p> <p>Motion: <i>Be it resolved that the Bylaw revisions, not including the Membership Class revisions in Sections 2.1 through to 2.4 inclusive and Section 3.9(a), are approved.</i></p>	<p>Andrew Watson Steve Head</p> <p>Dave Palmer Wayne Eaves</p>	<p>Carried</p> <p>Carried</p>
Termination of Meeting	<p>Meeting was terminated at 7:38pm</p>		