



# MINUTES OF THE 2021 ANNUAL GENERAL MEETING

Tuesday, September 21, 2021, 17:00 Pacific Time  
via GoTo Webinar

## **1. Call To Order**

The meeting was called to order by the chairman, Larry Bilton, at 17:08 PST

## **2. Calling of the Roll and Certifying of the Proxies: Peter Judge**

Proxies were circulated by email for the PSOs to verify.

### **Voting Delegates**

| <b>Division</b> | <b>Delegates</b>    | <b>Votes</b> |
|-----------------|---------------------|--------------|
| Yukon           | Stephanie Robertson | 4            |
| BC              | Josh Dueck          | 79           |
| Alberta         | Jared Linden        | 52           |
| Saskatchewan    | Unavailable         | 5            |
| Manitoba        | Unavailable         | 6            |
| Ontario         | Eli Budd            | 19           |
| Quebec          | Julien              | 56           |
| New Brunswick   | Unavailable         | 2            |
| Nova Scotia     | Andrew Hayes        | 6            |

229 Votes Available

216 Votes Present

Simple Majority = 115

Two Thirds Majority = 153

It is established that a quorum has been established, and the meeting may proceed.

## **3. Proof of Notice of Meeting or Waiver of Notice: Larry Bilton**

Notice of the Annual General Meeting for Freestyle Canada was posted on August 24, 2021 in advance of the AGM.



#### **4. Reading and Disposal of any unapproved minutes: Larry Bilton**

The minutes for the 2020-2021 were posted and circulated as part of the AGM package for the webinar.

**MOTION:** That the minutes of the 2020-2021 Freestyle Canada Annual General Meeting be adopted.

**Moved by:** Hubert Pichet

**Seconded:** Jared Linden

**Discussion:** That an adjustment be made to the name Hubert Pichet to correct spelling.

There was no opposition, the motion passed.

#### **5. Report From the Board of Directors Chair: Larry Bilton**

*Thanks, folks, for joining us this evening. A year ago, I spoke of the fact that the 2019-2020 year had seen a turn around In Freestyle Canada. Certainly, at that time, while we were uncertain of the Impact of Covid 19, we were looking forward to what the year could bring us. However, we now know that 2020-2021 is a full-on Covid year. As we all have experienced the challenges and frustrations in dealing with the virus, our Freestyle Canada management team like many others, was focused on developing people, creating athletes and delivering champions. I would like to acknowledge and thank everyone associated with our sport for their extra effort, time and patience spent navigating the ever-changing landscape we were presented with this year. Unfortunately, at this time, again, the many challenges of 2021 for Covid are still not In our rear view mirror and the coming year may bring the same hurdles to overcome.*

*We certainly on the International as Pete has alluded to our athletes face uncertainty and significant Interruption. On behalf of the Board, I would like to congratulate the Freestyle National Team, the NexGen Athletes, the coaches and administrators for the great results that they were able to produce through the year despite these challenges. Again, despite significant interruptions and the curtailed season, our athletes continued to produce results at an exemplary level. Unfortunately, despite the best efforts of all our Freestyle family, our event scheduling In Canada was all but wiped out. This Is the first time that there were no domestic or international events held on Canadian soil. This was certainly not from a lack of planning or efforts as your Freestyle Canada event staff tried valiantly to stage our replacement World Championships and our domestic partners worked feverishly to keep our athletes' challenges and engaged. The Board was not able to hold any In-person meetings, however there were a total of eight Board meeting or updates that were conducted by video conference this year. The Board committees were also active in the governance of Freestyle Canada. For example, the Finance and Audit Committee held meetings in advance of all the Board meetings to review and discuss financials with management. The Nominations Committee was active running recruitment of a slate of directors and the Board also spent considerable time examining and strengthening the financial structure and tools available to the association. I look forward to the upcoming year. We continue to*



*prepare for the return of all our events and the athletes to the slopes and the courses, which certainly join us as a community. We look forward to sharing the tears of joy and accomplishments of our athletes and the upcoming Beijing Olympics but know that we all must continue to be flexible and adaptable on our journey throughout the upcoming year. Thank you to everyone today.*

No questions of the board Chair, Larry Bilton.

## **6. Report from The CEO: Peter Judge**

*Just to pick up on the Larry's comments, obviously In the last year It has been a year of significant challenges. We started the year off still reeling a little bit from the very end of the previous winter making It through the winter without losing any large percentage of our events, but still having significant challenges Immediately In trying to find places for athletes to train and to engage In any training at all. It was a significant challenge for not only the national team athletes but even more so for each of each of the provinces and for our athletes In general for the spring, summer and Into the fall. The winter did not provide us with any more respite in terms of the difficulty of finding training. Each of the provinces were presented with their own unique challenges around opening and closing of facilities and ski areas, which made It very very challenging for the athletes and programs to be able to run. We were able through the year despite all of the challenges to field our elite teams to procure the training that we could through the time period and as Larry alluded to, for the small number of events that we did have, It was a reasonably successful year. Our event portfolio took a major hit as Larry touched on and certainly It was a significant challenge for all of us and a significant source of frustration in terms of not being able to go through the normal route of business that we would normally do and get our athletes out, get them competing and interacting with each other. We were able to weather the storm in terms of the financial side. There was some upside, minorly so, to the pandemic in terms of as we were not able to run our events, the normal losses that we would incur In running our events were not incurred. This presented alternate challenges though in terms of us being able to fulfill our obligations to our partners. Staff had to get very, very creative, particularly as we got to the negotiations with a couple of our partners in terms of being able to "make whole" the arrangements we had made with our partners that would normally have been around fulfilling events. As I mentioned we remained relatively unscathed, we only lost one major partner through the pandemic and as a result, we stayed in very healthy financial shape through the year. We got through the end of the year and as we did, obviously people were getting vaccinated and things started to look up so as we now move through the spring, we look forward to a significantly different year as we move through the 2020-2021 season.*

No question of Peter Judge from the attendees.



## 7. Presentation of the Financial Statements: Christine Xu

The Financial Statements for the Canadian Freestyle Ski Association have been audited. It comprised of the Statement of Financial Position as at March 31, 2021 the Statement of Operations, the Statement of Changes In Net Assets and the Statement of Cash Flows for the year ended March 31.

In the auditor's opinion, the Financial Statement presents fairly in all material respects. The Financial Statement of the association and the financial performance for the year ended March 31, 2021, are in accordance with Canadian accounting standards for non-profit organization. (ASNPO) The audit was conducted with Canadian generally accepted auditing standards.

We are working in accordance with the ethical requirements, and we have fulfilled our other ethical responsibilities in accordance with this requirement. I will continue to work on the Internal control and the fair presentation of the financial pulse in accordance with ASNPO, they are responsible for assessing our ability to continue as a going concern in this **\*\*inaudible\*\*** All the revenues and expenditures of the year 2020-2021 were included in this financial statement. RHN is our audit firm. The obtained reasonable assurance about the Financial Statements to be free from material misstatement, whether due to fraud or error and that they exercise professional judgment throughout the audit.

There are some highlights to this financial report.

### **Statements of Operations**

- The total contribution of \$6.2 million Included \$5.8 million received from Sport Canada
- This year, Sport Canada provided Covid Emergency Funding of \$1.13 million and a supplementary contribution for Covid Travel **MarCom** activity funding of \$122,000
- \$589,000 that Sport Canada approved to carry forward to next fiscal year we set it up as referred revenue as it cannot yet be recorded on Income Statements. This amount was referred to the Balance Sheet where it was reported as a liability.
- For the primary sponsorship this year, the total amount received was \$667,000.
- There are no provincial contributions, city sponsorships or grants received this year and no **ISSE events** matching funding support from Sport Canada.
- For the liabilities the Balance Sheet we have the amount of \$383,000 for the mortgage outstanding balance with BMO at the end of the year. We continue to work our cash flow management by monitoring a forecast actual cash flow and the financial liabilities. Cash flow projection was healthy based on our loading projection this year.
- As a Non-Profit organization, we are a registered Canadian amateur athletic association and exempt from Income taxes. Our financial assets and liabilities are measured at an amortized cost on a straight-line basis. The tangible capital assets



were recorded at cost and depreciated over their estimated useful lives using the declining balance method. In October last year we negotiated a new credit facility with the Bank of Montreal. Now the total credit facility is to a maximum of \$1.16 million. For the risk, we are exposed to fair value risk in the financial assets and liabilities, the foreign exchange rates in US dollars, the credit risk with respect to accounts receivable and the interest rates to the mortgage and GIC investments. All these risks exposed to the association are low and material. We are economically dependent on government grants, which represented 84 per cent of the total revenue this year. Last year, this was 79 percent.

- During the past year, the big challenge we met was the Covid 19 pandemic. There were travel restrictions, closures of nonessential operations, imposition of quarantines and social distancing. This had a material impact on our operations. The extent of the impact of our operations cannot be reliably estimated at this time. We hope next year we will go back to normal soon.

Please find attached the Audited Financial Statement for more details. Should you have any questions or concerns, please do not hesitate to contact us at any time.

**MOTION:** Larry Bilton made the motion to approve the financial statements as presented.

**Moved:** Jared Linden **Seconded:** Josh Dueck

The Financial statement are accepted as presented.

### **8. General Resolutions: Larry Bilton**

**MOTION:** Be it resolved "That all acts, contract, by-laws, proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Association during the fiscal year 2020-2021 as the same 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."

**Moved by:** Jared Linden

**Seconded:** Eli Budd

The motion has been carried.

### **9. Appointment of the Auditors: Peter Judge**

Be it resolved "THAT the firm of RHN Accounting be appointed as the auditors for the Canadian Freestyle Ski Association for the 2021-2022 Fiscal year."

**MOTION:** To appoint RHN as the auditors of the CFSA for the Fiscal year 2020-2021.



**Moved by:** Jared Linden

**Seconded:** Eli Budd

No discussion

The motion has been carried.

## **10. Election of Directors: Larry Bilton**

### **Scrutineers**

- Non due to no election

### **Report from the Nomination Committee**

The nomination committee consisted of the following members:

- Hubert Pichet- Chair
- Audrey Robichaud
- Matthew O'Connor
- Daniel Thibeault
- Larry Bilton
- Peter Judge

The composition of this committee meets the CFSA nomination committee terms of reference set out in 2012.

There were 3 at large director positions available for a 3-year team. Nomination committees' meetings were held by conference calls and also by emails.

Call for nomination and all nomination material were posted on the Freestyle Canada website in early July 2021. The nomination packages were also sent to PSOS and TSOS presidents and the Board of Directors. It was also posted on the Freestyle Canada Facebook page, Instagram and LinkedIn accounts.

Nominations were closed on August 13, 2021

The nominating committee received 3 complete applications. The applicants were ranked for the 3 eligible nominees these include reviewing the nominee's knowledge, and skills provided in their self-assessments, self-assessed director of competency matrix and their Resume. All of the three applicants were members of the Board and consequently, had previous experience serving on a non-profit Board. Considering the Covid 19 effects, the nomination committee was not surprised receiving only three applications.



On August 17, 2021 the committee meet by phone to discuss the entire process. We double checked with the staff all the presentation were duly completed and accepted. We also asked our external member, Daniel Thibault, his formal comment and he cleared the entire process. Considering the special circumstances, there was a consensus to put forward the recommended slate:

- Joan Coert
- Justin Downes
- Cord Spero

This recommended slate was discussed and reviewed by the Board of Directors and was approved on August 25, 2021 Board Meeting.

**MOTION:** to approve the slate of directors

**Moved by:** Jared Linden

**Seconded:** Mark Bobyn \*\* (not listed on the Initial list at the beginning of the meeting\*\*)

No discussion

No opposition

**Larry Bilton** The motion has been carried.

### **11. Other Business**

No additional business.

### **12. Adjournment**

**MOTION:** Be it resolved that the 2021 Freestyle Canada Annual General Meeting be adjourned.

**Moved by:** Jared Linden

**Seconded:** Mark Bobyn

Meeting adjourned at 17:39 MST