

Vancouver Ultimate League Society
Extraordinary General Meeting



Dec 8, 2020

Location: Videoconference

Extraordinary General Meeting Call to Order 19:05

TR acknowledges the land of the Coast Salish peoples—Skwxwú7mesh (Squamish), Stó:lō and Səlílwətaʔ/Selilwitulh (Tsleil-Waututh) and xʷməθkʷəy̓əm (Musqueam) Nations.

TR introduces board and Executive Director (“ED”) and senior staff.

Acknowledgement and Confirmation of Number of Members in attendance:

40 members attending (please refer to appendix for list) and 1 proxy given (noted in appendix)

Of the 40 members in attendance, all current board members are in attendance (Trisha Roberson (TR), Ken Su (KS), Lisa Riddle (LR), Zun Zhang (ZZ), David Midgley (DM), Christa Hoy (CH), and Sarah Cawston-Stewart (SCS) along with Craig Woods (ED), Will Arlotta (Youth Manager), Katie Berezan (League Manager), and Kristine Salzmann (Acting Marketing Manager), and Allison Lambert (Social Media Coordinator).

Request to approve minutes from Annual General Meeting:

Motion: to approve minutes for Annual General Meeting held on January 29, 2020.

Moved by Ken Su, Seconded by Jade Shiller

Motion Passed with no votes against

Board and Management Reports to Members:

- President's Report to members delivered by Trisha Roberson (posted on website at [Meeting Reports](#) under About Us – Governance)
- Executive Director's report to members delivered by Craig Woods (posted on website at [Meeting Reports](#) under About Us – Governance)
- Treasurer's report to members delivered by David Midgley (posted on website at [Meeting Reports](#) under About Us – Governance)

Questions posed by members to Treasurer and ED:

Q: What sorts of program cut backs (eg. web development) and other cost reductions are planned to support reaching break even given capital funds are being requested for operations use. Want to ensure things being run as lean as possible before going into the capital fund.

A: Treasurer responded explaining significant efforts being made to identify areas of cost saving and streamline operations where possible.

Q: Is the budget 'pessimistic' or was it built expecting things will return somewhere along the year. To understand how far the \$60k stretch out operations, want to know if COVID=19 escalates, will there be a need for more money or is \$60k sufficient for the entire year. (ie. is \$60k for worst case scenario or will more money likely be needed?)

A: Decisions and estimated requirements are based on cash flow budgets and estimates for the most likely scenario and then stress testing it and adding on sensitivities to model out what it looks like scenario-wise if things don't pan out. In addition, will seek to leverage government programs like CEWS and additional CEBA funding along with capital funds to maintain operations and get to summer league registrations. It is believed that within the \$60k there is a healthy buffer it is acknowledged that the society may need to reach out to out to membership if more needed in the future.

Q: Is there a plan to get an audit or review of the financial statements at some point?

A: Previous Boards explored whether to do an audit, and concluded it was not necessary for the society. A "middle" option between our current Notice to Reader and an audit is a Review Engagement, and that is a possibility in the future.

Q: Given capital fund has been built up over many years it is important to understand the requirement to decide on whether it is appropriate to use such funds. Was this cash projection done as a ground up build or was it more of a high level estimate? Does the

board foresee the requested amount to be sufficient to carry through next Fiscal Year and beyond.

A: ED noted that there are a lot of moving parts, balancing a number of things when doing cash flow planning with the big variable being whether programs can be run. Was also noted that staff took salary cuts of 25% and CEWS covered 75% with CEWS going through to June 2021. Capital request amount is thought to be sufficient for short term worst case scenario and will allow the launch of Winter programs and if government shuts things down in Feb then the \$60k gets operations to the summer.

Motion: to accept President’s Report, Executive Director’s Report, and Treasurer’s Report

Moved by Ari Metzger, seconded by Zeca Soares

Motion Passed with none against

New Business:

Member Presentation:

Member, Joe Davis, had formally requested to present on field condition related matters, but despite having properly registering and checking in for the meeting, was not present during the New Business period to present to members and did not leave any messages for the members/board.

Amendment of By-laws:

Society Registrar to held AGM already in 2020 due to delay of 2019 due to extenuating circumstances. By-law amendment that allows election of directors at Extraordinary General Meetings. Process is the same, the amendment to wording is merely to add EGM as being eligible to elect directors.

Motion that VULS Bylaw 6.n be replaced in its entirety with the following; “6.n. Directors of the Society shall be elected by the members at the annual general meeting or an extraordinary general meeting via secret ballot. The available Board of Director seats will be allocated to the nominees in accordance with number of votes received. The nominee with the most votes receives the first available seat, and so on until all available seats are allocated. i. The elected

Directors shall ordinarily have a term of office of two years. a) In the event of a mid-term resignation or removal, by decision of the Board, a Director may be elected for a term lasting until the next annual general meeting to preserve the overall balance of the election cycle. ii. Each Director is eligible for election for as many as three consecutive terms as an elected Director. This limitation does not include any terms to which a Director was appointed.”

Moved by Lisa Riddle, Seconded by Francine Chartier

Motion Passed with no votes against

Request to Release Restricted Capital Funds for Operating Purposes:

Motion that the members of the VULS permit an expenditure of up to \$50,000 from the VULS Capital Fund over the next 12 months to support continuous operation of the Society through the pandemic, if required.

Moved by D. Midgley

Motion to amend motion “that the members of the VULS permit an expenditure of up to \$50,000 from the VULS Capital Fund over the next 12 months to support continuous operation of the Society through the pandemic, if required”, to be a motion “that the members of the VULS permit an expenditure of up to \$60,000 from the VULS Capital Fund over the next 12 months to support continuous operation of the Society through the pandemic, if required.”

Moved by Trisha Roberson, Seconded by David Bartlett

Motion Passed with no votes against

Motion that the members of the VULS permit an expenditure of up to \$60,000 from the VULS Capital Fund over the next 12 months to support continuous operation of the Society through the pandemic, if required.

Moved by David Midgley, Seconded by Ari Metzger

Motion Passed with 33 votes for, 3 abstentions, and no votes against

Annual Awards:

KB presents awards for annual Volunteer Spirit Award (sponsored by Strange Fellows) recognizing the entire board of directors of the VULS.

ED presented annual Laurel Stroppa Atwood Spirit Award to member, Virginia Watson.

ED presented annual Art Hawkins Spirit Award to member, Melissa Woodward.

Candidates for the Board of Directors and Election of new Directors:

Presentations by and questions/answers with the five candidates declared or nominated as candidates for the board of directors (order of presentation based on random number selection process administered by ED). The candidates presented and responded to queries in the following order: Trisha Roberson, Ari Metzger, Sarah Cawston-Stewart, Zeca Soares, Patrick Crossman. Patrick Crossman announces during his presentation that he will withdraw candidacy.

Secret ballot conducted via poll using web based survey application, Survey Monkey. 38 votes were cast, and results after the first round were as follows:

- Ari Metzger: 20
- Sarah Cawston-Stewart: 35
- Trisha Roberson: 36
- Zeca Soares: 20

Due to the tie for the third position, a run-off was held between Ari and Zeca. 36 votes were cast in the run-off, with results as follows:

- Ari Metzger: 19
- Zeca Soares: 17

Elected to the Board for two-year terms are Sarah Cawston-Stewart, Trisha Roberson, and Ari Metzger.

ED noted that the data on the voting would be destroyed as if the ballots would have been in a physical vote process.

TR closed the meeting by thanking members in attendance.

Extraordinary General Meeting adjourned at 21:23

Appendix

Members in Attendance:

| | |
|----------|------------|
| Brett | Anderson |
| William | Arlotta |
| Alan | Baggish |
| Katie | Berezan |
| Francine | Chartier |
| Patrick | Crossman |
| Joe | Davis |
| Craig | Woods |
| Colin | Dodds |
| Steve | Epp |
| Brian | Gisel |
| Hannah | Gustafson |
| Christa | Hoy |
| Justine | Kaseman |
| Allison | Lambert |
| Kelly | Lee |
| Jennifer | Lee-Cowan |
| James | Liu |
| Myles | Lu |
| Peter | McCann |
| Ari | Metzger |
| David | Midgley |
| Andy | Poon |
| lisa | riddle |
| Trisha | Roberson |
| Jessica | Rockliff |
| Nicolaas | Rupprecht |
| Kristine | Salzmann |
| Sarah | Schramm |
| Jade | Shiller |
| Zeca | Soares |
| Ken | Su |
| Tim | Tsang |
| David | Vanspall |
| Eoin | Wallace |
| Virginia | Watson |
| Melissa | Woodward |
| Kelly | Wunderlich |
| Zun | Zhang |
| Wayne | Ziants |

Proxies submitted:

Jenny Tan proxy in the care of Wayne Ziants