



1. **Present:**

Board Members: Erin Tolfo, Roxanne St. Pierre, John Schwenk, Martin Farnham, Charles Russell, Todd Hansen and Lister Farrar.

Cycling BC Staff: Arlaine Mozell, Jerrick Barroso, Ben Chaddock, CJ Young, Tara Mowat, Thomas D'Arcy, Joel Harwood, and contractor Kim Heath.

The meeting was moderated by Doug Nelson from the Discovery Group.

2. **Meeting Opening**

a) Land Recognition – Erin Tolfo opened with the land acknowledgement.

3. **Quorum Declared:** With 1 proxy and 47 members online, we have quorum and can proceed with the Extraordinary General Meeting. (Arlaine Mozell)

4. **Motion 1:** Doug Nelson: "I will now entertain a motion that the Meeting Rules, as presented here, be adopted". Moved by Erin Tolfo. Seconded by Lister Farrar. 97% in favor – adopted.

5. **Motion 2:** Doug Nelson: "I will now entertain a motion to approve the agenda". Moved by Erin Tolfo. Seconded by Barry Lyster. 98% in favor - adopted.

6. **Motion 3:** Doug Nelson: "I will now entertain a motion to approve the 2023 AGM (June 21, 2023) Minutes". Moved by Erin Tolfo. Seconded by John Schwenk. 86% in favor – adopted.

7. **Motion 4:** Doug Nelson: "I will now entertain a motion to approve the 2023 EGM (November 21, 2023) Minutes". Moved by Erin Tolfo. Seconded by Tara Mowat. 84% in favor -adopted.



8. **Motion 5:** Doug Nelson: "I will now entertain a motion to approve the 2023 EGM (December 18, 2023) Minutes". Moved by Erin Tolfo. Seconded by Rob Prior. 87% in favor - adopted.
9. **Motion 6:** Doug Nelson: "I will now entertain a motion to approve the consolidated financial statements for the year ended December 31, 2023". Moved by Erin Tolfo. Seconded by Rob Prior. 89% in favor - adopted.
10. **Motion 7:** Doug Nelson: "I will now entertain a motion that DH Group LLP be appointed to perform an audit of Cycling BC for the year 2024 and the Board of Directors be empowered to set the remuneration". Moved by Erin Tolfo. Seconded by Gary Schlesinger. 100% in favor - adopted.
11. **Motion 8:** Doug Nelson: "I will now entertain a motion to amend the wording of Cycling BC By-Law 4.06 and By-Law 4.07(c) presented here be adopted". Moved by Erin Tolfo. Seconded by Rob Prior. 46% in Favor. 42% Opposed. 13% Abstain. (see attached for complete verbiage and wording change)
12. **Motion 9:** Doug Nelson: "I will now entertain a motion to amend the wording of Cycling BC By-Law 2.02(b) as presented here be adopted". Moved by Erin Tolfo. Seconded by Martin Farnham. 68% in Favor. 30% Opposed. 2% Abstain. (see attached for complete verbiage and wording change)
13. **Motion 10:** Doug Nelson: "I will now entertain a motion to transition the Diversity, Equity and Inclusion Committee from a Standing Committee under By-Law 6.03 and integrate it into the other standing committees and , in particular into the member advisory working group as presented here, be adopted". Moved by Erin Tolfo. Seconded by Scott Suffolk. 80% in Favor. (see attached for complete verbiage and wording change)
14. Erin Tolfo announced the results for the vacant board seat. Voting was held between June 3 and June 22. Four candidates ran for the position. Scott Suffolk received the most number of votes, with 48.8%.
15. Joel Harwood, interim CEO, shared remarks.
16. As the Board received no notice of New Business, and being there is no other business to discuss and without objection, Doug Nelson declared the meeting to be adjourned.



FOR REFERENCE:

The following is the specific By-Law wording proposed and distributed prior to the AGM.

Board Motion: Amend the wording of Cycling BC By-Law 4.06 and By-Law 4.07 (c)

Rationale: The current By-law requires a Special Resolution of the members at an Annual General Meeting or Extraordinary General Meeting to remove a board member from the Board. In line with national best practices for not-for-profit boards, we are proposing a simpler option to allow the board to vote on removing a member if they have violated Cycling BC policies, including not complying with a non-disclosure agreement (NDA). Maintaining confidentiality is a **fiduciary responsibility** that every board member has. Fiduciary responsibilities mean that board members must act honestly and put the best interests of the organization ahead of their own interests.

Maintaining confidentiality means that board members must maintain the confidentiality of information they acquire during their service to the board. Having a confidentiality policy and NDAs are best practices for not-for-profit boards. One essential element of good governance is the complete and honest disclosure of information in the boardroom. When board members cannot rely on each other to maintain confidentiality, it has a detrimental effect on the governance of the not-for-profit organization.

ARTICLE 4 - DIRECTORS

Section 4.06 Terms

a) Directors Will Serve Terms Of Three(3)years,to a maximum of two(2)consecutive terms, and will hold office from September 15 in the year they are elected until September 15 in the year their successors have been duly elected in accordance with these bylaws unless they resign, are removed from office **pursuant to Section 4.07(c) herein**, by special resolution or vacate their office. A director who has completed two (2) consecutive terms may run for office after a one (1) year break from serving on the board.



FOR REFERENCE:

The following is the specific By-Law wording proposed and distributed prior to the AGM.

Section 4.07 Resignation and Removal of Directors

Resignation-A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Vacate Office - The office of any Director will be vacated automatically if:

- i. the Director resigns;
- ii. at the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- iii. the Director becomes no longer eligible to be a Director of the Society as required by Section 4.03;
- iv. the Director dies.

Removal-A Director may be removed by:

- i. **By** Special Resolution of the Members at an Annual General Meeting or Extraordinary General Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting; **or**
- ii. **In the event that that Director has breached a Policy of the Society, by a resolution passed by a majority of not less than two-thirds of the votes cast at a meeting of the Board provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.**



FOR REFERENCE: The following is the specific By-Law wording proposed and distributed prior to the AGM.

Board Motion: Amend the wording of Cycling BC By-Law 2.02 (b) **Rationale:** To ensure better accessibility to voting on important issues.

ARTICLE 2 MEMBERSHIP

Section 2.02 Membership Dues and Duration

- a) Year – unless determined by the Board, the membership year of the Society will be from January 1st until December 31st of the calendar year;
- b) Dues – membership dues will be determined annually by Cycling BC Staff, recommended for approval by the Board and ratified by the Members at a General Meeting **or by electronic voting;**
- c) Duration – membership duration is accorded on an annual basis and the Members will re-apply for membership annually.

Board Motion: Dissolve the Diversity, Equity, and Inclusion Committee as a Standing Committee under By-Law 6.03 **Rationale:** To optimize board and committee efficiency, we propose consolidating the number of standing committees by incorporating Diversity, Equity, and Inclusion considerations into the member advisory working group. This group will function as the primary liaison between members and the Cycling BC Board.

ARTICLE 6 COMMITTEES

Section 6.03 Standing Committees

a)The Standing Committees of the Society are:

- (i) Financial Oversight & Audit
- (ii) Nominations
- (iii) HR/Governance
- (iv) Ethics and Risk
- (v) Diversity, Equity, and Inclusion