CYCLING BC

Annual General Meeting
June 15, 2026, via Zoom

1. **Present**

   Board Members: Martin Farnham, Matthew Cooperwilliams, Scott Suffolk, Roxanne St. Pierre, Charles Russell, Lister Farrar, Kristen Elizabeth Anderson

   Staff Present: Chris Cook, Arlaine Mozell, Jerrick Barroso, CJ Young, Tara Mowat

2. **Meeting Opening** Call to order: Martin Farnham at 7:03 pm and land recognition.

3. **Quorum Declared:** With 0 proxies and 29 members online, we have quorum and can proceed with the Annual General Meeting. (Arlaine)

4. **Motion 1:** I will now entertain a motion that the Meeting Rules, as presented here, be adopted
   Moved By: Roxanne St. Pierre **2nd** by: Matthew Cooperwilliams
   Arlaine: The In Favour votes are 17, the Opposed votes are 0 and the abstentions are 0.

5. **Motion 2:** I will now entertain a motion to approve the agenda.
   Moved by: Roxanne St. Pierre 2nd by: Arlaine Mozell
   Arlaine: 18 in Favour, the Opposed votes are 0 and the abstentions are 0.

6. **Motion 3:** I will now entertain a motion to approve the 2025 AGM Minutes. (June 16, 2025)
   Moved by: Roxanne St. Pierre 2nd by: Mike Joliart
   Arlaine: 16 in Favor, 0 Opposed, 0 Abstentions

7. **Christine Reid - Election of a new board of directors**: Vote was held by electronic/online voting held between May 25th and June 13th. The newly elected board of directors are Matthew Cooperwilliams (INCUMBENT), Lister Fararr (INCUMBENT).

8. The 2026/2027 Cycling BC Board of Directors will consist of:

   1. Lister Farrar
   2. Matthew Cooperwilliams
   3. Kristen Elizabeth Anderson
   4. Martin Farnham
   5. Steph Roorda
   6. Roxanne St-Pierre
   7. Scott Suffolk

   Outgoing members include Charles Russell and Todd Hansen.

9. **Martin Farnham:** Reflection on 2025 and introduce Roxanne St. Pierre Vice Chair.

CYCLING BC

10. **Roxanne St. Pierre:** Reflection on CBC growth and stabilization since 2023. Comments on the strategic plan and defined values of: Fun, Collaboration, Accountability, Transparency, Respect, Leadership, and Service. Introduction of new ED Chris Cook.

11. **Chris Cook:** Discussion about 2nd Annual Report, presentation of Membership at a Glance, Clubs/Teams/Business Affiliation, Athlete Development, Coach Education and Development, Races and Events, HopOn, Governance and Outlook to 2026.

12. **Scott Suffolk:** Summary of financial position enhanced financial leadership and controls, strict budgeting and forecasting, strategic financial planning. Moved from $3,000 surplus in 2024 to a $52,000 surplus in 2025. Received an unqualified audit opinion for 2025 meaning that our auditor found no material issues with our financial statements and that they are presented fairly in all material respects. However, due to a long run of past deficits, the auditor continues to note uncertainty regarding our long-term viability. We are addressing this through continued enhanced financial oversight, disciplined cost management, and regular review of financial results.

13. **Motion 4:** I will now entertain a motion to approve the consolidated financial statements for the year ending December 31, 2025.
    Moved By: Roxanne St. Pierre 2nd John Clarke
    Arlaine: 17 in Favor, 0 Opposed, 0 Abstention

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14. **Motion 5:** I will now entertain a motion that DH Group LLP be appointed to perform an audit of Cycling BC for the year 2026 and the board of directors be empowered to set the remuneration.
    Moved By: Roxanne St. Pierre 2nd: Michael Darendinger
    Arlaine: 15 in Favor, 0 Opposed, 1 Abstention

15. **Martin Farnham:** Present proposed Bylaw changes which will be but to an electronic vote after the meeting.

    Our current Bylaw 6.03 dictates exactly which Standing Committees the Board must maintain. We want to change the Bylaw to allow flexibility in which Standing Committees the Board maintains, while continuing to require the Board to address the key areas implied by the current Bylaw wording. On the slide you'll see the current Bylaw wording for 6.03 and the proposed new wording.

    The rationale for this change is that depending on who's serving on the board and what the board priorities are at a given time, it may be useful to reconfigure committees to suit the given situation we find ourselves in. It's a bit onerous to reconfigure committees, as we need to rewrite terms of reference anytime we do that. So, it's unlikely to happen frequently. But it's nice to have the option, and the way 6.03 is currently written doesn't allow us that option.

As you can see from the wording on the slide, Standing Committees would still need to address key areas that any PSO board must attend to, including Finance and Audit, Nominations, Governance, Ethics and Risk. [UPDATE to Match Slide]

As with any vote to change the Bylaws, this is a Special Resolution put forward by the Board. That means it requires a ⅔ supermajority to pass.

Meeting Adjourned