

## FIELD HOCKEY CANADA MEETING MINUTES

### BOARD OF DIRECTORS MEETING

Tuesday, December 11, 2018



| Attendees Invited         |                   | * Regrets sent |
|---------------------------|-------------------|----------------|
| Baggott, Ian (Interim ED) | O'Riordan, Peadar | Gunning, Mike  |
| Mollenhauer, Nancy        | Plottel, Gordon   | Watson, Jesse  |
| Doggett, Ann (Chair)      | Whitten, Deb      |                |
| Lewis, Rhonda             |                   |                |

| Agenda Item                           | Minutes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Call to order & Adoption of agenda | Ann Doggett calls the meeting to order at 4:05 pm PST.<br><b>MOTION:</b> To approve the agenda as presented.<br>MOVED BY: Gord Plottel<br>SECONDED BY: Nancy Mollenhauer<br>RESULT: Carried unanimously.                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 2. Ratification of Dec 1-2 Minutes    | <b>MOTION:</b> To approve the minutes of the December 1-2, meeting.<br>MOVED BY: Deb Whitten<br>SECONDED BY: Peadar O'Riordan<br>RESULT: Carried unanimously.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 3. 94 Update                          | Confirmed 94 F would;<br><ul style="list-style-type: none"> <li>provide funding for the WNP and NextGen development</li> <li>assist the Board with CEO hiring, a governance expert to advise on Board accountability and required skills</li> <li>F2F meetings for measurable outcomes</li> <li>initiate a 5-year strategic plan once a CEO was in place.</li> </ul>                                                                                                                                                                                                                                                                                                        |
| 4. Finance Discussion                 | Two conflicts of interest clarified during this portion of debate: <ul style="list-style-type: none"> <li>A previously declared conflict regarding Celia Plottel's status as an employee (his wife);</li> <li>A conflict regarding SBC Insurance Services status as a creditor – a client of Gord's firm.</li> </ul> Ann reiterated the grave financial situation of the corporation. <ul style="list-style-type: none"> <li>The China tour is on hold. No expenditures to be incurred.</li> <li>De-facto Finance Committee and initiate to establish a plan to move forward financially.</li> <li>Need to uphold the Board's commitment to NextGen development.</li> </ul> |
| 5. Womens HP Legacy Trust             | Some legal uncertainties about the process to deal with the women's HP Trust, given the absence of clear records, and the history and status of the fund. However, from the documents available, and based on legal advice obtained, it is                                                                                                                                                                                                                                                                                                                                                                                                                                  |

recommended that the female members of the board could resolve to amend the terms of reference to provide that the Chair will become the trustee, and that the Board can, in future, further amend the terms of reference of the trust. We can also then agree to have the administration of the trust managed by the COF, similarly to the agreement recently reached with the COF to manage the Men's trust. The board could then ratify the decision of the female board members.

There are proposed written resolutions attached to these minutes.

**MOTION:** moved by Deb Whitten, seconded by Rhonda Lewis, "to adopt the resolutions as set out in the attached "Resolution Re: Women's High Performance Trust",

**Motion carried** (by the female board members).

**MOTION:** Moved by Gord Plottel, seconded by Peadar O'Riordan, "to ratify the above resolutions",

**Motion carried** by the Board.

(Resolution document attached to Minutes).

## **FIELD HOCKEY CANADA**

### **RESOLUTION RE: WOMEN'S HIGH PERFORMANCE TRUST**

WHEREAS, prior to June, 1989, the Canadian Women's Field Hockey Association ("CWFHA") received from the Canadian Olympic Association (the predecessor to the Canadian Olympic Committee) funds which were to be used for women's field hockey high performance initiatives (the "**Funds**");

AND WHEREAS, on June 2, 1991, the CWFHA board of directors, resolved that the Funds should be held in a trust to be established by Field Hockey Canada ("**FHC**"),

AND WHEREAS the Funds, upon the creation and settlement of a trust by FHC, should be used in accordance with the purpose set out by the Canadian Olympic Association, being for women's field hockey high performance initiatives;

AND WHEREAS, on June 5, 1993, FHC created and settled, with the Funds, a trust named the "Women's High Performance Legacy Fund" (the "**Trust**"), to be administered by the women voting members of FHC for the purposes of "high performance initiatives for women's programming";

AND WHEREAS the terms of reference of the Trust were established as set out in minutes of meeting of the

, including that the trustees of the Trust be three female voting members of FHC and that no such trustees' terms would exceed three years;

AND WHEREAS the creation and settlement of the terms of reference of the Trust established that such terms of reference were fixed until the FHC annual general meeting in 1994, at which time the terms of reference could be amended by

majority of both the female members of the “executive” of FHC and the female Provincial association member representatives;

AND WHEREAS there is no record of the terms of reference of the Trust being amended at the FHC annual general meeting in 1994, or otherwise;

AND WHEREAS

1. FHC no longer has an “executive”;
2. the voting members of FHC are no longer natural persons;
3. the terms of all of the initial trustees have expired; and
4. the CFHA has amalgamated into FHC;

and as a result, there are no current trustees of the Trust;

AND WHEREAS the Funds held in the Trust have been held in a segregated account by FHC and reflected in its audited financial statements for many years, and not used for any purpose inconsistent with high performance initiatives for women’s programming;

AND WHEREAS, in November, 2018, FHC caused a similar trust, the Canadian Men’s Field Hockey Olympic Endowment Fund, to be administered by the Canadian Olympic Foundation pursuant to an Investment Agreement between FHC and the Canadian Olympic Foundation;

AND WHEREAS the Trust is not a charitable trust;

AND WHEREAS the FHC Board of Directors of FHC believes it to be in the best interests of FHC to amend the terms of reference of the Trust to permit the Funds to be used for the purpose of high performance initiatives for women’s programming, to facilitate the process whereby the Funds can be made available for such purposes, and to provide for the administration of the Trust to be carried out by the Canadian Olympic Foundation:

BE IT RESOLVED by the women members of the Board of Directors of FHC, that:

1. the Terms of Reference of the Trust be amended to permit the Trust to provide that the Chair of the Board of Directors of FHC, as may be duly elected from time to time, shall be the Trustee of the Trust, who may receive the advice of the Board of Directors as he or she may see fit in performing his or her duties as trustee of the Trust;
2. the Board of Directors of FHC may further amend the terms of reference of the Trust from time to time as they may see fit; and
3. FHC enter into an Investment Agreement with the Canadian Olympic Foundation for the management and administration of the Trust.

AND BE IT RESOLVED by the Board of Directors of FHC to ratify the above resolutions.

These Resolutions made this 11<sup>th</sup> day of December, 2018.

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| <p>6, 7 &amp; 8. CEO Search, Other Business &amp; Adjournment</p> | <p>Only 2 proposals were received from executive search firms, Vogel Group in Edmonton and Benchmark Group in Victoria. Benchmark Group provided better value for dollars.</p> <p><b>Motion:</b> moved by Gord, seconded by Nancy, “that the Board accept the recommendation conditional on receiving funds from 94F”, <b>Motion carried.</b></p> <p>7. Other business:<br/> <b>MOTION:</b> moved by Peadar, seconded by Nancy, “that the Board approve and commit to the proposed” <i>meeting schedule for 2019</i>”, <b>Motion carried.</b></p> <p>8. <b>MOTION:</b> moved: Deb Whitten, seconded: Ian Baggott, “to adjourn the meeting”.<br/> <b>Motion carried.</b></p> <p>The meeting is adjourned at 5:15PM PST.</p> |