



**Minutes of the Annual Meeting of Members (AMM) of Ontario Basketball (OBA)  
Saturday, November 9, 2019 at Abilities Centre (Whitby)**

*To be reviewed for approval at 2020 Annual Meeting of Members*

**1. Call to Order (Parliamentarian)**

The meeting was called to order by Parliamentarian Bob Borden at 11:10 a.m. who then chaired the meeting.

**2. Opening Remarks (President)**

Stephanie Rudnick thanked Ontario Basketball staff and Board of Directors for their commitment to the organization. She also thanked everyone for coming to the Abilities Centre.

**3. Appointment of Scrutineers (Parliamentarian)**

Kauri LaFontaine and Rohan Prasaud were appointed as scrutineers.

**4. Report of Scrutineers (Parliamentarian)**

The scrutineers reported that there were 81 votes in the room.

**5. Approval of Agenda**

The meeting agenda was unchanged.

**6. Minutes of Last Meeting – Annual Meeting of Members (November 10, 2018)**

The members were asked to review the minutes of the 2018 AMM and bring any corrections forward.

**7. Approval of Minutes**

With no corrections brought forward for the 2018 AMM minutes, the minutes were deemed by the chair of the meeting to be approved as printed.

**8. Business Arising Out of the Minutes**

There was no business arising out of the minutes.

**9. Board & Staff Reports**

**I. Report on Club Excellence**

Mike Barbin reported on the pilot phase of Club Excellence and thanked everyone who has been involved in the development of the initiative, especially the Club Excellence Committee. Additionally, Mike highlighted that the Club Excellence assessment was released to member club presidents in August 2019 and that OBA is still looking for a few more pilot member clubs. Lastly, Mike reported that OBA will establish substantial incentives and make significant investments in Club Excellence.

**II. Presentation of Ontario Basketball Annual Report**

Jason Jansson thanked Ontario Basketball staff and Board of Directors for their commitment to the organization. Jason then announced that Ontario Basketball's 2018-19 Annual Report, which summarizes the organization's activities for the past fiscal year, was posted to the Ontario Basketball website on Wednesday, November 6, 2019. The membership had no question with respect to the report.

**a. Report of the Auditors**

Jason Jansson reported another successful financial year for the organization. Ontario Basketball achieved a \$295,660 surplus in 2018-19, which will be invested back into the organization and the basketball community.

**b. Appointment of Auditors**

Jason Jansson recommended that MacNeill Edmunson Professional Corporation be approved to audit Ontario Basketball’s financial statements for the fiscal year ending August 31, 2020. With no objections being raised, MacNeill Edmunson Professional Corporation were deemed by the chair of the meeting to be approved to audit Ontario Basketball’s financial statements for the fiscal year ending August 31, 2020.

**10. Election**

John Lovett announced that all three Board of Director positions were acclaimed.

**11. New Business**

**I. By-Law Amendment**

Jansson highlighted that the amendment, which was shared in the Notice of Meeting, was proposed to modernize OBA’s By-Law and move toward a skill-based board. Furthermore, Barbara Capes remarked that the proposed language was strategic in an effort to ensure inclusivity – highlighting skills over job descriptions.

Below are proposed amendments to By-law No. 1 of the Ontario Basketball Association.

**1. That the following new Sections 5.2, 5.3 and 5.4 would be added:**

- 5.2 Nominating Committee - The board of directors will, after making a call for applications and reviewing all submissions, appoint a Nominating Committee. The Nominating Committee shall consist of an odd number of individuals not exceeding seven (7), not more than one (1) of whom shall be a current director (provided that any such director must not be standing, nor intending to stand, for election at the relevant election). The Nominating Committee will be responsible for:
  - 5.2.1 establishing criteria based on and related to the Skills and Characteristics listed in Section 5.3;
  - 5.2.2 soliciting, receiving, and considering nominations for the election of directors; and
  - 5.2.3 providing a list of all nominations received, recommending to the board of directors appropriate nominees to stand for election as directors, and recommending to the board of directors which potential nominees should not be permitted to stand for election as directors.

The Nominating Committee shall report to the board of directors after which the board of directors by resolution shall identify the nominees who will stand for election as directors. For greater certainty: all nominations for election of directors must follow this procedure; and an individual may not be nominated for election as a director from the floor of a meeting of Members.

- 5.3 Skills and Characteristics - Potential nominees will have one (1) or more of the following skills and/or characteristics:

*Characteristics*

  - (a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a director
  - (b) Knowledge about roles and responsibilities of a director, officer, board of directors and staff
  - (c) Experience in formulating policy
  - (d) Experience in thinking strategically
  - (e) Knowledge about the sport of basketball
  - (f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
  - (g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report

- (h) Ethical and values based behaviour
- (i) Representative of client population (e.g. athlete & coach)
- (j) Other attributes valued by the board of directors

*Skills*

- (a) Accounting designation (e.g. CPA)
- (b) Legal designation (e.g. LL.B)
- (c) Professional qualifications (e.g. MD, PhD, MBA, Sport Science)
- (d) Personnel management (e.g. Human Resource Professional designation)
- (e) Media/marketing/public relations contacts/experience
- (f) Fundraising and funding source contacts
- (g) Administration/management experience
- (h) Government relations/contacts
- (i) Organizational development/strategic planning experience
- (j) Other skills valued by the board of directors

5.4 Nomination - Any nomination of an individual for election as a director will:

- (a) Include the written consent of the nominee (including a consent pursuant to section 5.1.1 as applicable) by signed or electronic signature;
- (b) Comply with the procedures and criteria established by the board of directors and/or the Nominating Committee; and
- (c) Be submitted to the Corporation's registered office no later than 4:00 pm Eastern Time sixty (60) days prior to the AMM.

**2. That the first sentence of Section 10, which currently reads as follows:**

10 Constitution of Committees - The board of directors shall constitute an Executive Committee and may constitute Board Committees (such as Nominating, Finance or Marketing Committee) or Program Committees (such as Elite Development or Provincial Competitions Committee) and such further and other committees as may be required to assist the directors in carrying on the affairs of the Corporation.

**would be substituted with the following:**

10 Constitution of Committees - The board of directors shall appoint an Executive Committee and, in accordance with Section 5.2, a Nominating Committee, and may appoint Board Committees (such as Finance or Marketing Committee) or Program Committees (such as Elite Development or Provincial Competitions Committee) and such further and other committees as may be required to assist the directors in carrying on the affairs of the Corporation.

**3. That the first sentence of Section 10.1.1, which currently reads as follows:**

10.1 Membership of Committees:

10.1.1 Board Committees - Except for the Executive Committee, the directors may annually or more often appoint not less than one (1) and not more than seven (7) directors to be members of each board committee and shall designate one (1) of the members for each such board committee as the chairperson thereof provided that the Regent shall be the Chairperson of the Nominating Committee.

**would be substituted with the following:**

10.1 Membership of Committees:

10.1.1 Board Committees - Except for the Executive Committee and the Nominating Committee (appointed in accordance with Section 5.2), the directors may annually or more often appoint not less than one (1) and not more than seven (7) directors to be members of each Board Committee and shall designate one (1) of the members for each such Board Committee as the chairperson thereof provided that the Regent shall be the Chairperson of the Nominating Committee.

The motion to approve the By-Law amendments passed.

**12. Closing Remarks**

Stephanie Rudnick (President) thanked Ontario Basketball staff for their hard work in putting the meeting together. She also thanked everyone in attendance for their time.

**13. Termination of the Meeting**

The motion to terminate the 2019 Annual Meeting of Members passed.

## Members in Attendance

<b>Name</b>	<b>Affiliation</b>
Barbara Capes	Ontario Basketball Board of Directors
Chris Easton	North Toronto Basketball Association
John Lovett	Ontario Basketball Board of Directors
Daniel Oghina	NET Basketball Academy
Jennifer Paredes	Durham Rising Suns
Peter Paredes	Durham Rising Suns
Rick Parnham	Ontario Association of Basketball Officials
Mike Quigley	Ontario Basketball Board of Directors
John Rocchi	Ontario Basketball Board of Directors
Stephanie Rudnick	Ontario Basketball Board of Directors
Greg Verner	OrangevilleHawks