

**OTTAWA TENNIS and LAWN BOWLING CLUB LIMITED
ANNUAL GENERAL MEETING**

***OTLBC Clubhouse, 176 Cameron Avenue, Ottawa
August 27, 2020***

Agenda

1. Registration –Commences at 5:00 PM
2. Call to Order –5:30 PM
3. Confirmation of Quorum
4. Adoption of the Agenda
5. Approval of the Proposed Special Resolution regarding Bylaw Amendments (allowing for virtual meetings)
6. Approval of Minutes of Annual General Meeting of May 26, 2019
7. Business Arising from the AGM 2019 Minutes
8. Consideration of the Financial Statements for the Year Ended November 30, 2019 and Summary of the Auditor’s Report
9. Reappointment or new appointment of the auditor or a person to conduct a review engagement (or audit) for the coming year
10. President and Board Report
11. Questions and Comments from Voting Members
12. Election of Directors for 2020-21
13. Motion for Adjournment

**Minutes of the Annual General Meeting
of the Ottawa Tennis and Lawn Bowling Club
(Financial year-end November 30, 2019)
Ottawa Tennis and Lawn Bowling Club
Cameron Avenue, Ottawa ON
August 27, 2020 at 5:30 p.m.**

Board Members: Jenny Mitchell (President), Gary Catlin, Peter McKinnon, Enzo DiChiara, Josh Engel, Marianne Arrage, and Susan Yungblut.

General Manager: Maria-Pierre-Noël.

Member Committee Chair: Gary Hawkes

Regrets: Andrew Bradley, Muthanna Subbaiah

1. Registration

2. **Call to order: 5:30 p.m.** J. Mitchell welcomed all members to the meeting.

3. Report of meeting registrars/confirmation of quorum

M. Arrage confirmed that there was quorum for the meeting. Quorum is 45. 55 voting members present.

4. Approval of the Agenda

J. Mitchell recommended an agenda revision moving item #11 to the end of the agenda, followed by adjournment. Questions will be taken from those interested in staying for Q&A post adjournment. Motion to approve revised agenda by K. Wilkens, Seconded by W. Bradley. Passed by a show of hands. All in favour.

5. Approval of the Proposed Special Resolution regarding Bylaw Amendments (allowing for virtual meetings)

M. Arrage, Chair, Governance & Nominations Committee (GNC), introduced herself as a legal counsel with the federal government. She expressed thanks to GNC members including: Paul Burbank, William Bradley, Karen Capen, and Muthanna Subbaiah. Special thanks to club member Neil McCormick, who provided pro bono work, with the support of his law firm, Gowlings, on this year's by-law review including the proposed revisions to will allow future meetings to be held virtually. Should future COVID-19 outbreaks or other reasons force a virtual meeting, members will be legally able to vote via computer. The Board of Directors has unanimously approved the new by-laws. The Board is grateful to Neil and his firm for this work ensuring our updated by-laws meet the needs of our members.

Questions from the floor: Can voting take place from international locations? A: There are no location restrictions. Q: Are hybrid meetings possible, e.g., some members in person, others attend virtually? A: Yes, this would be permitted should the Board of Directors choose this model.

Motion to approve amended by-laws as presented by P. Heineremann. Seconded by C. Laureys. All in favour. Approved.

6. Minutes from Annual General Meeting of May 26, 2019

Motion to approve Minutes by E. Harrison. Seconded by M. Wilcox. Passed by a show of hands. All

in favour.

7. Business arising from 2019 AGM Minutes.

None. J. Mitchell noted she will provide updates in her President's report.

8. Consideration of the Financial Statements for the Year Ended November 30, 2019 and Summary of the Auditor's Report

J. Engel highlighted the following from the Nov 30, 2019 Financial statements:

- As of November 30, 2019, accumulated operating surplus of \$241K, an increase of \$170K over the balance at November 30, 2018. This surplus has been very important in helping the club manage through the COVID-19 pandemic. Such a surplus is not anticipated for the current season.
- Settled long outstanding private loan of \$31K plus accrued interest during the year. An outstanding loan payable was tracked down; this involved considerable effort due to lack of documentation. This item, on our books for approximately 30 years, has now been removed.
- Increase in Tennis-related operations revenues in fiscal 2019 over 2018 led to small surplus for fiscal 2019 from Tennis-related operations. Volleyball and kid's camps continue to be very important to financially supplement our tennis operations.
- Incurred \$334K of capital asset additions in fiscal 2019 primarily towards major improvement to the tennis courts and lighting system. Much of this was funded through a Capital Improvements bank loan of approximately \$300K, which is scheduled to be repaid over a period of 15 years. The cost is \$30,000 annually to finance this loan. To date we have had no difficulty meeting these payments. We hope members have been enjoying these improvements.
- As at November 30, 2019 we had received approximately \$100K of donations related to the clubhouse restoration project. These donations are NOT part of our accumulated operating surplus at November 30, 2019. Since that time we have raised an additional approximate \$550K through additional donations and government grants for a total of approximately \$650K as of today, August 27, 2020.
- Share capital is no longer recorded longer in our books. Of the \$13,000 in share capital, all except \$1,000 was donated back to the club. Thank you to all who donated.

Q: How is Volleyball managing during COVID-19? A: OSSC is operating at approximately 1/3 capacity. We are working with OSSC to benefit from the federal government commercial rent program. OSSC is considering extending its season through Oct/Nov; this would increase our rental income.

Q: Was the club able to apply for government wage subsidy assistance? A: We applied for a \$40,000 interest free loan; we will repay \$30,000 interest free by 2022.

Q: Noting our 5% annual depreciation for facilities/grounds, how will the club look ahead to fund refurbishing courts, grounds, etc, over time? A: Our budget must allow us to grow our surplus and set aside such funds to grow capital reserves. This may include membership fee increases and other strategies.

Motion to approve OTLBC Financial Statements Nov, 30, 2019 by P. Heinermann. Seconded by R. Yip. Approved. All in favour.

9. Reappointment or new appointment of the auditor or a person to conduct a review engagement (or audit) for the coming year

The Board is satisfied with the auditor services of McKechnie & Co.

Motion to retain McKechnie & Co. as auditors for 2020 financial year by D. Fleming. Seconded by D. Dobson. Approved. All in favour.

10. President and Board Report – J. Mitchell

J. Mitchell acknowledged that COVID-19 challenged our club this season but we have weathered it well and are in a good place. She asked members to consider donating to the clubhouse restoration project. She thanked the Fundraising Committee: Ursula Ruppert, Joyce Barbour, Beth Everson, Bernie Sander, Brian Bencze, and Sue Widyaratne . She thanked Steve Bickerton for his work with the bottle drive. Thank you also to everyone who chose to donate their 2020 pro-rated membership fees or keep a club credit. \$630,000 fundraising monies are on hand to spend this year thanks to 147 generous members. Goal to improve upon the membership donor percentage of 27%.

Fundraising details: Raised over \$747,000 towards the Clubhouse Restoration Project including

- Canadian Heritage Grant \$375,000 (matching)
- City of Ottawa \$14,000
- 147 Generous Donors giving from \$50 to \$30,000 for over \$301,000 in outright donations.
- Participation rate of 27% members in the campaign.

Tennis membership numbers for past 3 seasons: 2017 – 461; 2018 – 509; 2019 – 518.

J. Mitchell reviewed the following general accomplishments:

- Successfully opened the club during a worldwide pandemic;
- Successfully lobbied MPAC for a small reduction in annual OTLBC taxes paid;
- Completed the return of share process for over 514 former shareholders. Over 95% chose to donate their \$10 of share capital back to the club operations. Thank you.
- Embarking on an OTLBC data strategy to understand our member experience, and to support member recruitment, court allocation and more.

Thank you to Gary Hawkes who is stepping down as Member Committee Chair after a 3 year term and is taking on role of tournament director. This committee made the following important contributions this season:

- Assisted management in preparing club procedures for operating during Covid-19 pandemic including preparing the safety protocol and coordinating Round Robin, Ladder and tournament playing opportunities; and
- Assisted management in developing procedures, protocol, and court allocation for online court booking of all 18 courts.

Caroline Orchard will take on the important role of Member Committee Chair.

Thank you to all staff, especially Maria Pierre Noel, Claire and Morgan for their hard work all season.

Re Buildings and Grounds:

- Successful completion of largest capital renewal of 18 clay courts including laser grading courts 5 - 18, brand new LED lights on courts 5 - 18 and adding new light post on 17/18 resulting in two new lit courts.
- Grading behind back courts to alleviate flooding of back courts
- Opening of dropped ceiling in main hall
- New play structure

- New shingled roof
- Side staircase up to the balcony was replaced.

Thank you to Building & Grounds Committee. E. Di Chiara will step down from Board and move to a new role on the new Clubhouse Committee.

Sean Lundy, our new construction manager for the clubhouse restoration project was introduced. Sean is the son of Mike Lundy who for many years was a strong supporter of the OTLBC.

Re The Cameron Restaurant - The weather conditions during the season shoulder months affected The Cameron 2020 revenue, especially around the number of special events. Special thanks to our partners and Cameron staff for their commitment and good work.

Looking to the Future:

- Get back to strategic planning and consultation with members
- Increasing the value of the membership through an ever-improving membership experience.
- Getting membership numbers back up for 2021
- Growing the business model for the club - new revenue streams
- Clubhouse Restoration Project will begin as soon as we have permits in place and monies raised. Fall 2020. Construction manager for the project is now in place: Sean Lundy of Lundy Construction.

11. Election of Directors for 2020-2021 (M. Arrage)

M. Arrage noted the slate of members presented for the Board of Directors for the coming year represents a good range of skill sets and member demographics. Once elected, the Board will elect the officer positions from its members.

Motion to move to the election of Directors for 2020-21 by C. Harrison and seconded by M. Gregory. All in favour.

Results: Jenny Mitchell, Gary Catlin, Muthanna Subbaiah, Andrew Bradley, Paul Burbank, Mark Morrison, Pierette Richard, Colin Drysdale, and Susan Yungblut were elected to serve on the OTLBC Board of Directors for 2020-2021.

Thank you to those Board members stepping down for their service: Peter McKinnon, Marianne Arrage, Enzo DiChiara, Josh Engel.

12. Motion to adjourn by K. Bush; seconded by D. Rhynas. All in favour. Meeting adjourned.

13. Questions/Comments from the Floor Following Adjournment:

Q: will there be work on the clubhouse renovation over the coming winter? A: We hope so, decisions will be made based on the report from our construction manager. However, we want to avoid the additional costs that come with winter work.

Early Bird memberships will be available as of Sept 1, 2020 and sales will be critical to the club successfully managing its cash flow through the winter season.

New 2021 members purchasing their memberships now will be able to play tennis through Sept/Oct 2020 with their new membership. Note that monthly membership fees are high because we want to

encourage full membership purchases with the added benefit of encouraging member engagement.

Thank you to Morgan for her inspiring videos.

Thank you to Chris Smith and his team for their hard work on our courts.

Thank you to all who helped organize the AGM and to all who participated with their votes.