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**Alpine Canada Alpin  
Annual General & Special Meeting  
October 28, 2022 – 10 am MDT  
Zoom Video Conference**

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Tim Dattels, Chair of Alpine Canada Board, served as chair of the meeting.

Meeting was called to order by the chair at 10:00 am MDT.

**1.0 Chair's Welcoming remarks**

The Chair opened the meeting at 10 am MDT and thanked the member provinces for joining this year's AGM and Special Meeting. Tim welcomed newly elected BC Alpine Chair of the Board Graham Cope to the meeting and thanked Hugh MacNaught for his contributions over the past years.

The key objectives of the meeting were to accept the audited financial statements and appoint auditors for next year; and elect returning and new directors, Jean Raby and Luke Gould to the board, including revising our bylaws to allow for a total possible 16 directors.

The past year was a breakout year from an athletic performance perspective with 40 WC podiums, 150 top 10s and an amazing OWG/PWG Games with 2 Olympic and 6 Paralympic medals. Perhaps most encouraging was the performance of our WJC team in Panorama with 11 Top 10s and a Gold medal in the mixed team event. This program was the initial roll-out of the Alpine Excel which is critical to making the shifts needed to elevate the system. Domestic training and registration mostly recovered to pre-pandemic levels. We have been able to accelerate coach certification. We also returned to a full calendar of events, including the hosting of Alpine and Ski Cross World cups, NorAms, and National Championships. We executed fitness and skill combines at the U16 national championships as part of another Alpine Excel project for U16s. We built a ski cross training center at Nakiska that is serving our SX and clubs well. We continue to make building a world class healthy, safe, inclusive sport environment for all our stakeholders a priority – it is the foundation for our culture of excellence. We've had significant renewal in staffing post Games/pandemic across National teams, Sport development, Marketing & Comms, and Administration. We had another healthy year from a financial perspective, leveraging one time Sport Recovery Funding and Board donations, and generating +\$1.1mm in new partnerships revenue to sustain our programming and begin to build an operating reserve. Finally, we made significant progress on our future with our World Cup strategy and plans for OWG/PWG legacy in Whistler.

## 2.0 Roll Call & Determination of Quorum

The Chair reminded the members that only the president/chair of the board of each PTSO is permitted to vote, unless the chair has assigned a proxy to another individual via the proxy form. This is also a reminder that BC, AB, ON, & QC carry 7 votes each with the remaining PTSOs carrying 1 vote each.

It was noted that John Boudreau gave his proxy to Andrew Hayes to vote on behalf of Alpine Ski Nova Scotia.

Roll call was completed and attendance was as follows:

**Members: (\* indicates voting on behalf of the Member) *Italics indicates Proxy Members***

- Graham Cope\* (BC)
- Libby Smith\* (AB)
- John Prall\* (MB)
- Linsey Ferguson\* (ON)
- Matt Jenner\* (YT)
- *Andrew Hayes (NS)*

**ACA Board Members:**

- Tim Dattels (Chair, Alpine Canada Board)
- Anne-Marie Boucher (Vice-Chair, Alpine Canada Board and Member, Governance Committee)
- Bruce Chapple (Chair, Alpine Canada Governance Committee)
- Mark Wiseman (Chair, Alpine Canada Finance & Audit Committee)

**By Invitation of the Chair:**

- Anders Hestdalen (BC Alpine)
- Patrick Gillespie (AB Alpine)
- Daniel Lavallée (Ski QC)
- Patrick Biggs (AOA)
- Michael Colley
- Therese Brisson (ACA President and CEO)
- Consuelo Zayas (ACA – CFO)
- Doris Tanglis (ACA Staff-Minute recorder)

Doris confirmed that quorum was met for this AGM.

## 3.0 Adoption of the Agenda

The Agenda was included with the meeting materials that were circulated on October 7, 2022. The chair requested a motion from Members to accept the Agenda.

- ✓ Motion: Matt Jenner
- ✓ Seconded: Anders Hestdalen
- ✓ None opposed, none abstained, motion carried

#### **4.0 Adoption of the Minutes from October 29, 2021 AGM**

Minutes of the 2021 AGM were circulated with the meeting materials of October 7. The chair requested a motion from Members to accept the Minutes.

- ✓ Motion: Linsey Ferguson
- ✓ Seconded: Libby Smith
- ✓ None opposed, none abstained, motion carried

#### **5.0 Consideration of the Audited Financial Statements for the fiscal year ending April 30, 2022**

Consuelo Zayas, CFO for ACA, attended the AGM to give a brief overview of the financials and to address any questions.

Members were reminded that the financial statements were approved by the Board (completed August 24, 2022) and presented to the Members for review. The chair requested a motion from Members to accept the Audited Financial Statements.

- ✓ Motion: Anders Hestdalen
- ✓ Seconded: Patrick Gillespie
- ✓ None opposed, none abstained, motion carried

#### **6.0 Appointment of Public Accountants/Auditors**

As indicated in the Agenda, the Finance Committee unanimously recommended that PricewaterhouseCoopers be re-appointed as Auditors for the 2022-2023 fiscal year. The chair requested a motion to re-appoint PricewaterhouseCoopers as Auditors for the 2022-2023 year as recommended.

- ✓ Motion: Graham Cope
- ✓ Seconded: John Prall
- ✓ None opposed, none abstained, motion carried

#### **7.0 Consideration of the special business of a resolution to amend the Corporation's Bylaw and Articles & Election of Directors**

**Bruce Chapple excused himself for this part of the meeting and Vice-Chair Anne-Marie Boucher presented the slate of directors for election and the amendment to the Bylaw and Articles.**

Barry McInerney resigned his position from the Board in March 2022 and left one seat vacant for a total of 15 directors as outlined in the By-laws. The Board currently has 14 directors out of a maximum of 15.

The terms for 3 directors are expiring: Bruce Chapple, Tracey Pearce and Kaori Zage. These were three-year terms as part of the plan to enable staggered renewal when the new board started in October 2019.

The Governance Committee and Board have enthusiastically recommended that these directors be re-elected for a renewal term of three years. Because he was part of the group under consideration, Bruce did not participate in those discussions.

Following extensive discussion of ACA's skills matrix and current Board make-up, the Governance Committee determined that the Board could benefit from representation from another European based director.

- Jean Raby was identified as a strong candidate for this.
- He is currently a Partner at Astorg, a Pan-European private equity firm with 18bn euros of AUMs, since May 2022 and is based in Paris.
- Prior to joining Astorg, Jean became a Founding Sponsor and Co-CEO of Odyssey Acquisition, which was listed on Euronext Amsterdam in July 2021 and combined with Benevolent AI in April 2022, following which he joined the board of directors of the combined entity. Before that, he was the CEO of Natixis Investment Managers and Head of Asset and Wealth Management for Natixis from 2017 to 2021. Prior to this, he was Executive Vice-President and Chief Financial and Legal Officer of Alcatel-Lucent from 2013 until its combination with Nokia in 2016.
- Jean spent the majority of his career at Goldman Sachs, which he joined in 1996 in Paris in the Investment Banking Division, subsequently holding various management roles in Europe.
- Jean started his career in 1989 as a corporate lawyer with Sullivan & Cromwell in New York and then Paris. He is a graduate of Université Laval (Canada) – LL.B. (Law degree), University of Cambridge (UK) – M.Phil in International Relations, and Harvard Law School – LL.M. (Master of Laws).
- In addition to the above roles, Jean is a member of the board of directors of AerCap and of Fiera Capital); he is Chair of Poka Inc. (based in Quebec City), Co-President of the Campaign for the Montreal Children's Hospital Foundation; he is a member of the board of directors of the Ecole supérieure d'études internationales de l'Université Laval and co-chair of the Campaign for l'Ecole
- Jean resides in Paris, France. He was born and grew-up in Quebec City. He is a keen skier and fan of ski racing.

In addition, the Governance Committee determined that is important to maintain the representation and connection with its commercial partners that Barry McInerney delivered by virtue of his role with Mackenzie Investments, a premier partner of ACA and supporter of PTSOs.

- Luke Gould was identified as strong candidate for this.
- Luke is President and Chief Executive Officer of Mackenzie Investments.
- Luke was previously Executive Vice-President and Chief Financial Officer for IGM Financial Inc., where he was responsible for all finance functions of IGM Financial and its subsidiaries. Among his roles, Luke was responsible for corporate finance, corporate development, investor relations, strategic planning, taxation and financial reporting. Luke also led the firm's enterprise risk management and corporate sustainability programs and functions during this period.
- Luke joined the IGM Financial group of companies in 1997 and has held several roles in business and strategic analysis, investor relations and corporate finance prior to being appointed Vice-President and Treasurer of IGM Financial in 2005. Luke was Senior Vice-President and Chief Financial Officer of IG Wealth Management in 2012, and then also Chief Financial Officer of Mackenzie Investments in 2013. He was responsible for all the IGM Financial shared service functions of finance, enterprise risk management and taxation from 2012 to 2018. He has been President and CEO of Mackenzie Investments since July 2022
- Luke is a Director of China Asset Management Co., Ltd. and Northleaf Capital Group, Ltd.

- Luke is very familiar with Mackenzie's historic support of ski racing in Canada and keen to continue that tradition.
- He is not a skier (but intends to be) and will bring a perspective that will help grow the audience.
- Head office of Mackenzie is in Toronto, but it is a pan-Canadian and international business.
- Luke lives in Winnipeg and has previously resided in Saskatchewan and the Maritimes.

The Governance Committee together with the Board, enthusiastically recommend that, in addition to re-electing Bruce Chapple, Tracey Pearce and Kaori Zage, Jean Raby and Luke Gould be elected to the Board as director for a term of three years.

Luke and Jean have committed to making financial contributions to ACA.

For succession and transition reasons, the Governance Committee and Board are recommending the appointment of two new directors and, accordingly, the Governance Committee and the Board recommend amending the Articles and By-Laws of ACA to provide for a Board of up to 16 (increased from the current 15) to be used on a limited basis as a bridge to future Board vacancies. These amendments constitute special business at this Meeting.

We hope you agree that Jean and Luke will be great additions to the Board and are as grateful as us that Bruce, Tracey, and Kaori are willing to stand for re-election and continue to bring their energy, insight and commitment as directors.

**Motion to amend the Articles and Bylaws of Alpine Canada Alpin to allow for 16 directors:**

- ✓ Motion: Linsey Ferguson
- ✓ Seconded: Anders Hestdalen
- ✓ None opposed, none abstained, motion carried

**Motion that Jean Raby and Luke Gould be accepted by the Members as additions to the Board of Directors of Alpine Canada Alpin and to reelect Bruce Chapple, Tracey Pearce and Kaori Zage for a 3 year term:**

- ✓ Motion: Andrew Hayes
- ✓ Seconded: Patrick Gillespie
- ✓ None opposed, none abstained, motion carried

**8.0 CEO Report**

Therese shared ACA's Strategic Plan 2021-26 and commented on great performances from #CANskiteam last WC season and at the Olympic and Paralympic Winter Games. Canada won GOLD at the World Junior Ski Championship's team event at Panorama. Thanks to everyone in the ski racing community we were collectively able to deliver on a full slate of events last season. We executed with excellence, reaching 2.5 Billion fans globally. We had the opportunity to add 5 new partners and are excited to build on the momentum. Through our success on snow and best in class governance we are well funded by Government and were able to build a stable financial foundation which enables a better future.

APPROVED – October 27, 2023

**2023 Outlook & Focus in Key Areas of our Business**

Philanthropy & New Major Gift \$1.3MM from ACA Board Chair, Tim Dattels – THANK YOU TIM!

Alpine WC Strategy – Women East @ Tremblant & Men’s Speed in West TBC

Athlete & System Development – Alpine Excel

Data & Analytics – SnowReg

Continued Leadership in Culture, Safety & Risk – Transition to OSIC

Resort Partnership – look forward to more to come

2030 BC Games Legacy for Ski Racing?

The slide deck was shared separately with the Members.

**9.0 Other business**

NONE.

**10.0 Adjournment of Annual General Meeting**

The chair requested a motion from Members to adjourn the AGM:

- ✓ Motion: Anders Hestdalen
- ✓ Seconded: Libby Smith
- ✓ None opposed, none abstained, motion carried

Meeting adjourned at 10:55 am MDT.