



ANNUAL GENERAL MEETING

Held at the Lonestar Bar & Grille, 920 Dixon Rd (Upstairs), Etobicoke, Ontario

MINUTES

BARC-OC

BRITISH AUTOMOBILE RACING CLUB – ONTARIO CENTRE

Tuesday, November 4, 2014

1. **CALL TO ORDER:** Scott Ellsworth, acting Chair, called the meeting to order at 8:25pm .

Secretary, Nan Einarson, will record the Minutes. Welcome to guest, Peter Lyons.

It was declared that the 20% quorum requirement had been met, based on members in attendance plus proxies submitted.

2. **APPROVAL OF MINUTES:** Vic Henderson Sr. moved **“that the Minutes of the previous AGM, November 5, 2013, be adopted as posted”**

Seconded by: David Brown

CARRIED

3. FINANCIAL REPORT

BY Keith Whorley, Treasurer:

(a) There was an omission from last year, to make changes to the By-Laws, reflecting the decision to move from an external auditor to a BARC-OC Audit Committee.

The following changes to the By-Laws are required:

- Page 11, Article 3 – **change Fiscal Year from calendar year (December 31) to September 30**

- David Brown moved to accept, Bill Robb seconded - none opposed **CARRIED**

- Page 15 – **change the wording from “financial review by external auditor” to “internal financial review by BARC-OC Audit Committee”**

- Wayne Wanamaker moved, to accept Phil Berioni seconded - none opposed **CARRIED**

- Page 15 – 5.2 – Notice of Meetings – **wording to be changed to “BARC-OC Internal Audit Committee”**

- Bill Lobban moved to accept, Vic Henderson Sr. seconded - none opposed **CARRIED**

- Page 15 (b) - **wording to be changed to “BARC-OC Internal Audit Committee”**

- Paul Clarke moved to accept, Pat McDiarmid seconded – none opposed **CARRIED**

- Page 15 (c) - **wording to be changed to “BARC-OC Internal Audit Committee”**

- Wayne Wanamaker moved to accept, David Brown seconded – none opposed **CARRIED**



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- (b) at the 2013 Annual General Meeting it was requested that Audit Review Processes and Procedures be developed. Keith passed around copies of the Processes and Procedures document, which has been reviewed and accepted by the Board of Directors.

It was recommended that the name **“Audit Review Process and Procedures”** be changed to **“Financial Control Process and Procedures”**

Vic Henderson Sr. moved **“to accept the submitted document and title change as recommended”** - Mary Lobban seconded, none opposed

CARRIED

- (c) Keith thanked Bill Robb and Paul Clarke for their work on the audit review and noted that 2 Past Presidents sat on the first BARC-OC Audit Committee for the years 2013 and 2014.
- Keith noted that he will be looking for volunteers to sit on the 2014 BARC Audit Committee
 - He also mentioned the recent passing of Greg Adomkowski. Greg was a Past President, and had worked closely with Scott Ellsworth in annual arrangements for BARC’s involvement at the Honda Indy Toronto. Our hearts go out to Greg’s widow, Suzanne, and Greg’s family. Greg will be sorely missed. Everyone raised a glass in a toast to “Big Greg”
- (d) Keith passed out **BARC Financial Statements for 2013 (ending December 31, 2013)** and reviewed the report line by line –
- Greg Clement recommended rounding up and down, adding commas, and aligning numerals in columns in future reports

Sherry Jones moved **“to accept the 2013 Financial Report”**, Vic Henderson Jr. seconded

CARRIED

- (e) Keith passed out the **2014 Financial Statements – January 1, 2014 – Sept. 30, 2015 (9 months)**

DISCUSSION:

- there was a recommendation to split out “training” as a special line item
- a better idea would be to include an “addendum” for office and general expenses
- also, to include an addendum identifying other large expense lines, such as “Track Servides”
- also, it would be a good idea to have G/C interest shown separately

David Brown moved **“to accept the 2014 Financial Report”** Darlene Henderson seconded

CARRIED



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- (f) Bill Lobban asked if the BARC Audit Committee should submit their own report, rather than the Treasurer – a written statement from the Audit Committee

Mary Lobban moved **“that a written statement from the Audit Committee be required”**

Vic Henderson Jr. seconded - none opposed

CARRIED

- (g) Bill Robb, as a member of the Audit Committee for 2013 and 2014 remarked how impressed he was at the Financial Controls employed by the Board of Directors. He also mentioned how impressed he was at the Registration System and Controls that Tom Hyland and Sandy Norman have developed, which involve both the Race Director and the Treasurer, and having less cash to deal with.
- Tom thanked and recognized Sandy Norman, Ann McCallum and Scott Ellsworth for their help in establishing the efficient BARC Registration processes and protocols at Region races

4. **BOARD MEMBER REPORTS:** - Board members provided verbal reports on specific activities within their Individual Departments

(a) **WORKER RECRUITMENT AND RETENTION COMMITTEE (WRRC) REPORT: Keith Whorley**

- As the BARC representative on the CASC WRRC committee, Keith presented his written report on the activities and decisions of the committee, attached

(b) **MEMBERSHIP: Chair, Pavlina Krumpochova**

- BARC had 236 members in 2014, 47 of whom were new members.
- this compares well to 2013, with a total of 210 members, 27 of whom were new.
- In 2014, 106 members were CASC drivers (not including drivers with ASN licences)

(c) **REGION ROAD RACING: Chair/Region Road Race Director, Paul Einarson**

1. Paul works closely with Treasurer, Keith Whorley, and has a financial background himself. He applauded Keith for all the work he has done as Treasurer, and especially with compiling this year's Financial Reports. It was a lot of work.
2. Paul is pleased that we made money in road racing this year. He owes it all to the Radicals. Part of the US Radical has been sold, so we're not sure if they will be back. He provided a written report, attached.

(d) **TROPHIES and REGALIA: Chair, Bryan Rashleigh**

- Bryan looks after trophies and sponsor plaques for Ice and Road Racing, and also looks after Regalia (stickers, patches, etc., and shirts for BARC Officials)
- He always has patches with the new logo for sale, for those who want to apply it on their cars, bikes, portfolios, etc.,



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(e) **SECRETARY: Nan Einarson**

- has been responsible for taking Minutes at Board, General and Annual Meetings, and has tried very hard to have them posted to the BARC website within the stipulated timeframes (not always successfully). Due to busy work schedule, Nan will not be able to continue another 2 year term as Secretary. She is willing to do another year if necessary, but would prefer it if someone could take over her position.
- Keith thanks Nan for her Minute-taking, and recognized her for the changes she has brought to the way the Minutes are organized

(f) **Social and Charitable Donations: Chair, Sherry Jones**

- Sherry has organized all of our BARC Christmas Banquets.
- She is also responsible for communications with family of BARC members who have passed, via personal contact, sympathy cards and floral/fruit arrangements when the Club can afford it. She expressed her memories of and love for "Big Greg" Adamkowski, and her condolences to Suzanne, Greg's widow.
- Another of Sherry's roles is to conduct the Club's 50/50 and other Draws - tonight, our Guest, Peter Lyons, won \$130 from tonight's 50/50

(h) **ICE RACING: Chair/Ice Race Director, Wayne Wanamaker**

- In response to a request from Scott Ellsworth to make his report "short", Wayne agreed to keep his report "short"
- The date for BARC's 2015 Ice Race weekend will be February 21/22

5. PRESIDENT'S REMARKS: President, Pat McDiarmid -

Pat talked about "Big Greg" Adamkowski, who was her mentor and was responsible for Pat taking on her role.

- Pat thanked everyone who attended, and those who submitted Proxies.
- She thanked all of the volunteers who worked so hard to produce our races this year.
- She thanked Nan for her commitments to the Minutes and her "written diarrhea"

David Brown moved **"that the activities of the Board be confirmed"** Paul Clarke seconded,

- none opposed

CARRIED

6. ELECTION OF BOARD OF DIRECTOR POSITIONS: Scott asked for two volunteers to assist him, as necessary - preferably, non-members. There being none, Scott asked for two member volunteers - Paul Subject and Vic Henderson Jr. volunteered.



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ELECTIONS - 4 positions are open for election. 3 incumbents will stand again:

President; Pat McDiarmid

Secretary:

Director (Ice Race Director): Wayne Wanamaker

Director (Social and Charitable Donations): Sherry Jones

Scott called for nominations from the floor for the incumbents' positions. There being none,

David King moved **"that nominations for the positions of President and 2 Directors be closed, and that these positions be filled by acclamation"** Vic Henderson Sr seconded

- none opposed **CARRIED**

By acclamation without opposition, 3 incumbents will return to office:

President - Pat McDiarmid

Director - Wayne Wanamaker (Ice Race Director}

Director - Sherry Jones (Social and Charitable Donations)

Scott called for nominations for the position of Secretary:

Secretary - Moe Aye agreed to stand as Secretary. There being no other nominees,

Paul Subject moved **"that nominations for the position of Secretary be closed"**

Vic Henderson Jr. seconded - none opposed **CARRIED**

- there being no other nominations,

Darlene Henderson moved **"that Moe Aye be inducted as the new Secretary of the Board of Directors for a 2-year term"**

Phil Bergioni seconded" - none opposed **CARRIED**

7. MISCELLANEOUS: Phil Bergioni, on behalf of all of the "Indians", thanked the "Chiefs"

8. ADJOURN:

Wayne Wanamaker moved **that the meeting be adjourned"** - Tom Hyland seconded "

- none opposed **CARRIED**

Pat McDiarmid declared the AGM adjourned and thanked Scott Ellsworth for chairing the meeting