

**Minutes of the Annual Meeting of Members of Standardbred Canada
Britannia Room, Hilton Hotel Mississauga/Meadowvale,
Saturday, February 2, 2019 at 1:00pm.**

1. Call to Order

The Chair of Standardbred Canada, Mr. Mark Horner, called the meeting to order at 1:16pm and welcomed everyone present. Mr. Horner thanked past Chair Ms. Joanne Colville for all of her hard work, leadership and dedication throughout the last three years.

A moment of silence was observed for the many great women, men and horses that our industry has lost this past year.

2. Notice of Meeting & Identification of Members

Mr. Horner advised that Notice of Meeting had been properly sent by first class mail via the December 2018 and January 2019 issues of TROT Magazine and posted on the Standardbred Canada website on January 30, 2019. There was a quorum present in accordance with By-Law #1 Article 5.1 and Mr. Horner declared the meeting duly constituted for the transaction of business.

3. Introduction of Directors

Mr. Horner introduced the Standardbred Canada Directors currently serving the 2017-2019 term.

Western Region

Active - Dr. Maurice Stewart

Breeder - Diane Bertrand

Track - Jackson Wittup

Ontario Region

Active Directors - Bill O'Donnell; Mark Horner

Breeder Directors - Joanne Colville; Ann Straatman

Track Directors - Ian Fleming, Bill McLinchey

Quebec Region

Active - Richard Veilleux

Breeder - Alain Veilleux

Track - Murielle Thomassin

Atlantic Region

Active - Darren Crowe

Breeder - Tony Zuethoff

Track - Kent Oakes

4. Introduction of Chairs and Officers

Mr. Horner introduced the other Chairs and Officers of the Board:

Vice-Chair – Jackson Wittup
Breeders Chair – Diane Bertrand
President and Chief Executive Officer – Dan Gall
Chief Financial Officer – Chris Ferraz
Corporate Secretary – Darlene Kidd-Bailey

5. Minutes of Annual Meeting of Members of February 3, 2018

MOVED by Mr. Jim Whelan, **Seconded** by Dr. Maurice Stewart
To approve the minutes of February 3, 2018 as presented.
All in Favour, None Opposed, Motion **CARRIED**.

6. Business Arising from Minutes

There was no business arising from the Minutes of February 3, 2018.

7. Approval of 2017/2018 Audited Financial Statements

Mr. Ferraz reviewed key points with respect to the audited 2017/2018 financial statements. Mr. Ferraz noted the most important paragraph in the report is the final paragraph on page 2, where the Auditor states their opinion.

“In our opinion, the financial statements present fairly, in all material respects, the financial position of Standardbred Canada as of October 31, 2018, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.”

In terms of highlights from the financial statements:

- For year ended October 31, 2018 the association reported a net loss of \$274K.
- The association had budgeted a loss this fiscal with ongoing investment and amortization of the Gaitway system upgrade.
- Total revenues for the fiscal came in at \$4.9 million down 4.1% from last fiscal, however this is only as a result of last fiscal including revenues from the WTC/WDC.
- Expenses came in at \$5.2 million up 2.2% over last fiscal, primarily a result of the amortization of the Gaitway System upgrade and inflationary costs.
- Assets of the association sit at \$6 million, with our cash position down \$300K as a result of ongoing investment in the Gaitway project.
- Current liabilities sit at \$1.6 million, down year over year.
- While reporting a loss for the fiscal, as noted this was a budgeted loss as the association invested in the future.
- Overall we feel F18 was a successful year for SC.

MOVED by Mr. Kent Oakes, **Seconded** by Ms. Ann Straatman
To approve the audited 2017/2018 statements as presented.
All in Favour, None Opposed, Motion **CARRIED**.

8. Approval of Auditor for fiscal 2018/2019

MOVED by Dr. Maurice Stewart, **Seconded** by Bill McLinchey
To approve the firm Grant Thornton as auditors for fiscal 2018/2019.
All in Favour, None Opposed, Motion **CARRIED**.

9. Report from Chair of the Board

Mr. Horner introduced the members of the 2019 Executive Committee.

Mark Horner
Jackson Wittup (Vice Chair)
Diane Bertrand (Breeders Committee Chair)
Joanne Colville (Past Chair)
Kent Oakes
Ian Fleming
Ann Straatman

10. Report from the President & CEO

Mr. Gall addressed the membership with the following remarks:

First off, I would like to thank the past Chair, Joanne Colville for her support and direction that she has provided me for during the past three years as we worked together to ensure SC was and is in alignment with strategic plan.

I would also like to thank the Board of Directors who spent a great deal of time and effort in 2018 implementing the recommendations that came out of the Governance Review that was conducted late 2017. This involved reviewing and revising Committee Terms of Reference.

We did a thorough review of our bylaws to ensure that they are in line with current law and legislation for Not for Profit organizations. Any revised amendments will go to membership for input and approval before moving forward.

We conducted a Skills Matrix of our Directors to identify where the board might want to focus on to ensure alignment of our strategic plan.

A considerable amount of work went in developing a revised 5 year strategic plan last year. And then management developed a Strategic plan for 2019.

Last year, we also spent a great deal of effort reviewing our existing programs and services which included offering "Late Start Eligibility fees", "multiyear licenses", and ensuring that our fees are competitive and in alignment with the overall economics of today's business environment. This resulted in the first fee increase in five years.

We launched the "Membership Value Program" or as we call it "MVP". Where members can receive discounts on farm rental machinery, hotel accommodation, car rentals, office supplies, courier and shipping, and other services.

We made adjustments with our organizational structure to align with the five year plan to focus on Data Governance, Communications, and our Members and Stakeholders, and of course, Financial Sustainability.

Our partnership with Forest City Sales continued to flourish with another successful Horse Sale at the London Selected Yearling Sale in October.

With the USTA, we co-ordinated and launched Microchipping that we have begun implementing.

We also developed business cases to explore future opportunities for our programs and services.

In 2019, Standardbred Canada has another very ambitious and aggressive project calendar for 2019 which includes:

- *Completing the computer upgrade project*
- *Identifying further operational efficiencies internally and externally to reduce and keep costs down.*
- *Defining a Data Governance policy that will result in increased services and programs to serve our members and business partners.*
- *Developing more online member services.*
- *Launching Canada's Standardbred Rules of Racing to jurisdictions across the country.*
- *And we will continue to measure the value that our members and stakeholders place on the associations so that we continue to work towards becoming a more influential and valuable partner to the industry.*

Mr. Gall asked if there were any questions at this time. Mr. Jim Whelan asked for clarification on Page 17 of SC financials in meeting package with the difference of cash and cash equivalents showing \$5.9M in 2017 vs. \$918K in 2018. Mr. Ferraz noted that last fiscal the year end results were skewed with London Select Yearling Sale and this year SC doesn't have that crossover because of the way the sale was handled this year.

11. New Business

Mr. Jim Whelan asked questions regarding the May 2nd editorial that was posted by Mr. Dan Gall featuring his opinion on the long term funding agreement. Mr. Whelan asked the CEO, Chair and Past Chair if they had read the agreement in its entirety, whether legal counsel was sought, and if all were aware of Article 10 General Provisions and if there had been any changes in policies.

Mr. Whelan asked what the protocol will be going forward with letters of support being posted on SC's website. Mr. Whelan pointed out that SC is a national registry and in his opinion needs to post letters of support for all tracks, not just Western Fair District. Mr. Gall responded that support will be given to any subject matter that the Board requests SC to support.

12. Termination

MOVED by Mr. Jim Whelan, **Seconded** by Ms. Ann Straatman
To terminate the meeting at 1:47pm.
All in Favour, None Opposed, Motion **CARRIED**.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Mark Horner".

Mark Horner, Chair

Darlene Kidd-Bailey

Darlene Kidd-Bailey, Corporate Secretary