



ONTARIO MINOR HOCKEY ASSOCIATION NOTICE OF MOTION FORM

25 Brodie Drive, Unit 3, Richmond Hill, Ontario L4B 3K7

AMENDMENT TO:

By-Law One, Article _____

Regulation No. _____

SUBMITTED BY:

_____ Minor Hockey Association

SIGNING OFFICERS:

Please Print Name

Signature

President: _____

Secretary: _____

CURRENT WORDING:

PROPOSED WORDING:

RATIONALE FOR CHANGE:

April 30, 2019

Rick Quinn
President – Parry Sound Minor Hockey Association

Via - Email

Subject: Notice of Motion

Dear Rick,

Please be advised that the OMHA By-Law and Regulations Committee and the full Board, after consultations with its legal counsel, has considered the Notice of Motion as submitted by Parry Sound and has determined that it is incompatible with and not in keeping with the inherent confidentiality of Board deliberations and decisions that is protected under law and under the OMHA's governing documents.

As you know, while the minutes of all OMHA member meetings (AGM, Special & General Meetings, etc.) are published in their entirety, Board minutes are an entirely separate issue. The inherent confidentiality of Board meetings is not only recognized under Ontario law and the Ontario *Corporations Act* ("Act"), which governs the OMHA and specifically omits directors' meeting minutes from the list of records that the Board must allow its members to access to (s. 305 of Act), OMHA By-law 9.12 requires that every director on the Board must respect the confidentiality of matters brought before the Board for consideration in camera.

As you may know, Board minutes typically reflect not only the decision that are made, but also reflect the free flowing of ideas and frank discussions that take place during deliberations prior to Board decisions. Confidentiality helps to facilitate open and frank discussions at Board meetings allowing the directors to discharge their responsibilities to the organization and its members. Confidentiality is also crucial given that Board deliberations and decisions often involve discussions and the disclosures of information that are quite sensitive and private in nature, involving intimate, personal and/or financial information about identifiable persons, including minors (e.g. a disciplinary action against a player or coach), which the Board has a legal duty to protect. Accordingly, as the Notice of Motion you put forward provides no exclusions or exceptions and would appear to call for the complete publication of all OMHA meeting minutes, we have determined that the effect of full publication of Board minutes would breach the Board's confidentiality and privacy duties and responsibilities as well as discourage and inhibit the free flow of ideas and frank discussions that are paramount if a Board is to make fully informed decisions.

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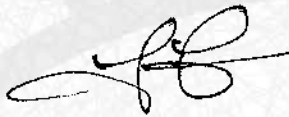


As noted above, from a purely legislative perspective, the Act recognizes that Board minutes are inherently confidential and does not grant the members of a non-profit the right to request a copy of or have access to any directors' meeting minutes. That being said, while the Board has no legal responsibility or obligation to disclose directors' meeting minutes to its members, we draw your attention to the fact that the OMHA has for a number of years at its AGM been publishing a summary of the actions taken by the Board for the past season, in order to provide greater transparency and accountability at the Board level without compromising the confidential and private aspects of the Board's work. Additionally, as always, should there be specific issues that Parry Sound wishes to have addressed with respect to the activities or decisions of the Board or its rationale for such decisions, you are encouraged to work through your Regional Director and District Vice-President in bringing forward inquiries or concerns with respect to the Board, its activities or decisions.

As a result of the foregoing analysis, and the advice and recommendations of our legal counsel, it has been determined that the Notice of Motion as currently submitted, to disclose Board minutes in full, would violate the inherent confidentiality of Board deliberations that is well established at law, and therefore will not be placed before the membership for a vote. As your Motion is incompatible with the law on the confidentiality of Board deliberations and minutes, and does not provide any mechanism to protect the privacy, integrity and confidentiality of the Board's work, a decision has been made not to bring forward your Motion at the AGM.

Please contact myself or your Regional Director, Andy Cooke if you have any additional questions.

Sincerely,



Ian Taylor
Executive Director

cc: OMHA Officers
Linda Ralf, Chair, By-Law & Regulations Committee
Andy Cooke – Regional Director, Region 5

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