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ANNUAL GENERAL MEETING FOR 2017-18

ELORA CENTRE FOR THE ARTS

Minutes

Wednesday, November 21, 2018

7 – 8 P.M.

Minarovich Gallery, ECFTA

1) Welcome and Introductions, Acknowledgments and Thanks

The meeting was called to order at 7.06 pm. Co-chair Matt Ladner welcomed members. This AGM is being held only 6 months after the previous, but this makes it now appropriately close to the end of the financial year. The directors were introduced. Co-chair Sheila Koop acknowledged Jane Longman, Bear Epp, Micaela Campbell, Stephanie Lines-Toohill, Shelley Carter and their contributions to the Centre. A gift was presented to Shelley and Steph. Sheila introduced Lianne Carter as the temporary executive director, also staff members Julie Anderson and Debbie Cook. Lianne thanked all the volunteers.

2) Minutes of the 2016-17 Annual General Meeting

Motion to approve the minutes of the 2016-17 AGM.

Proposed Karen Davis, seconded Jon Ralston. The motion was **approved**.

3) Report from the Chairs of the Board

A slide show was presented covering activities at the Centre. Sheila Koop reported on the various ups and downs of the year, including staff changes. But the year was full of positive outcomes: the Centre procured \$480K from the MacDonald Fund, \$20K for boiler, \$30K in grants. Three new directors were added to the Board. There were 240 adult workshop participants, 300 children, and 2762 visitors to the galleries. Gallery exhibits included Circulation, Response and Responding, Finding the Nest, This Way Out. Together in the Gallery, an outreach program was successful. Sheila talked about the ongoing display of children's art.

Matt Ladner described the New Year with excitement and trepidation. Exciting are the MacDonald funds for renovations and a study for a performing arts centre. Also plans for holding weddings, and to get sponsorships for outreach programs. Trepidation stems from ongoing cash flow problem. It is a challenge to find funding for a permanent ED as well as programmers. Unfortunately the galleries lose money. We have a funding request to Centre Wellington. How do we plan strategically? We need an advisory committee. Matt encouraged

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people to sign us for a strategic planning committee, a succession planning committee. Members were invited to join or contribute in any way possible.

4) 2017-18 Financial Report and Unaudited Statement

Murray Short went over the annual financial report. There were no problems noted. Revenues were up by about \$56K. Unfortunately expenses were also up by \$71K. The annual deficit was \$14K, \$31K after amortization. However, outstanding liabilities such as taxes are now settled. The Centre's long-term debt has increased, but financing has been consolidated with the Libro Credit Union. There were lower expenses on the building except for the boiler cost

Lee Bonnell described profit and loss for the year. Revenues up 21%, but expenses up 27%. Drive to Thrive already over 10K. He described the breakdown of revenue and expenses, and where we have to concentrate to increase revenue. The biggest bang for the buck is fundraising.

Motion to approve the 2017-18 financial statements.

Proposed Karen Davies, seconded Renate Karger. **Approved.**

5) Appointment 2018-19 Auditors

Motion to appoint RLB as 2018-19 auditors. Proposed Karen Davis, seconded Jon Ralston. **Approved.**

6) Motion to approve all acts and actions of the 2017-18 Board of Directors.

Proposed Karen Davis, seconded Jon Ralston. **Approved.**

7) Motion to ratify the Board's proposed slate of Directors for 2018-19.

Returning Directors: Karen Davis, Renate Karger, Sheila Koop, Matt Ladner, Danielle Marks, Jon Ralston, Melissa Seagrove, Berry Smith

New Directors: Lee Bonnell, Julianna Cox

Proposed Karen Davies, Melissa Seagrove. **Ratified.**

8) Motion to indemnify and save harmless from all acts and creditors the member retired from the Board of Directors.

Retired Director: Shelley Carter

Proposed Karen Davis, seconded Jon Ralston. **Approved.**

9) Special Motion to approve a new Bylaw #4 to replace Bylaw #3

The new bylaw had been made available to members before the meeting, together with a summary of the changes. Berry Smith briefly explained the reasons for a replacement bylaw:

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the need to conform to new Provincial legislation, and changes in the practices of the Board. There was minimal discussion.

Proposed Karen Davis, seconded Matt Ladner. **Approved.**

10) Future plans: questions and answers

Because of the lateness of the hour, Sheila told the members that this would be dealt with informally after adjournment.

11) Adjournment 8.07.

Notes for the ECFTA AGM November 2018

Items 2) and 4)

Minutes for the previous AGM and the unaudited financial statement can be found at <https://eloracentreforthearts.ca/about/agm/>

Item 7)

Brief biographies of all directors can be found at <https://eloracentreforthearts.ca/about/board/>

Item 9)

Members will be asked to vote on a new Bylaw #4, to replace the existing Bylaw #3. This new Bylaw was approved by the Board at its meeting on October 2 2018.

The old Bylaw #3 and the full text of the new Bylaw #4 can be found on the ECFTA website at <https://eloracentreforthearts.ca/about/agm/>

This new bylaw:

1. Adds a definitions section taken from Sample ONCA
2. Takes out the requirement to have a Governance and Nomination Committee. We haven't had one for several years or maybe longer, and have functioned well without it. It was also an un-numbered section, suggesting it had been inserted at some earlier time.
3. Removes a reference to this committee in Section 3.
4. Adds language allowing the Board to appoint new directors (Section 3). Bylaw #3 was silent on this matter. Note that any directors appointed by the Board will be on the slate of new directors to be ratified by the members at the next AGM.
5. Adds the voting by email amendment that was passed at the last AGM (Section 7).
6. Adds a new section of Conflict of Interest (Section 15).
7. Removes a requirement for the Secretary to notify new members that they are members (Section 17, last line).
8. Repeals Bylaw#3 so it can be replaced with this version (Section 29).

Other than these changes, Bylaw #4 is the same as Bylaw #3.