



elora
CENTRE FOR THE
arts

Minutes of the 16th Annual General Meeting
Elora Centre for the Arts
2016-17

Thursday, March 8, 2018

7 – 8 P.M.

Minarovich Gallery, ECFTA

1. **Welcome and Introductions.** The meeting started at 7:05 with Sheila Koop in the chair. She welcomed members and introduced directors and staff. Shelley Carter talked about the program Tutu and You.
2. **Minutes of the 2015-16 Annual General Meeting.** Motion to approve (Matt Ladner, Al Koop). There was no discussion. Approved.

3. **Report from the Chairs of the Board.**

Sheila used a quotation from Herrendorf concerning managing by walking around. What would someone see if they did this? She described staff, tenants, and activities. Last year's AGM highlighted our Turnaround Plan, this year our Strategic Plan. She thanked all the people the Centre relies on including staff and Gary and Linda Ladner and their host of volunteers. Chris. Kate Guy and Digital Chaos. Local artists.

Sheila described the adoption of our Strategic Plan, and consultations with the community. Goals were listed. She noted highlights for last year: our first fashion show; celebration of our 15th anniversary; the sculpture competition; Sound of the Rain. The Paddle exhibit brought in record numbers. There was a wonderful array of exhibits. The revenue from programming was equal to our rental income for the first four months. She observed the success of Meet Me in the Gallery, and the first all-ability art classes.

In 2016-17 we were successful in our grant applications. We have a new Fundraising Committee chaired by Karen Davis. Our long-time caretaker David McCord retired, and cleaning is now done on a contract basis. We have two part-time staff: Micaela Campbell and Bear Epp, and a new administrator Molly Kleiker.

Walking around gives a sense of the creativity and function of the Centre. Challenges over the year have been to keep the boiler running, develop the Board, and keep finances sustainable.

4. **2016-17 Financial Report and Audited Statement**

Murray Short from LLB described the review and statement of operations. Revenues increased substantially, which is very positive for the Centre. Unfortunately expenses also increased, although some were temporary e.g. replacing the boiler. The long-term debt was

paid down by about 30K\$.

Matt Ladner thanked Murray for all his help. He informed the membership that LLB purchased the book-keeping firm that we use. This conflict was resolved by retaining our accountant, and looking for a new auditing firm. Over 40K\$ spent on capital improvements to building. We continue to see growth in revenue: 165K\$ revenue, and 145K\$ expenses in first 6 months of this fiscal year. We project \$325K in revenue, the highest in the Centre's history. We hope to keep expenses reasonable. The loan from the Town was restructured in collaboration with the Town. We had paid off 12K\$, and the load was restructured back to 50K\$, payable over 10 years. We have restructured our mortgage and credit line with the credit union Libro, which gives several advantages. We have cleared our tax arrears and paid the boiler costs, and we still have lower monthly payments. We are thrilled to work with this new partner.

Motion to approve the 2016-17 financial statements (Kirk McElwain, Amy Corner).

Approved.

5. **Appointment 2017-18 Auditors.** Since none have yet been found, we will deal with this at a special AGM.
6. **Motion to approve all acts and actions of the 2016-17 Board of Directors** (Karen Davis, Risa Lent). Approved.
7. **Motion to ratify the Board's proposed slate of Directors for 2017-18.**

Returning Directors: Shelley Carter, Renate Karger, Sheila Koop, Matt Ladner, Jon Ralston, Melissa Seagrove, Berry Smith

New Directors: Karen Davis, Danielle Marks

Moved: Karen Davis; seconded: Risa Lent. Approved.

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

Retired Directors: Sarah Shannon, Vic Folliot

Moved: Karen Davis; seconded: Teri Gregg. Approved.

9. **Special Motion to amend the Bylaws, Section 7** (Voting, Board of Directors)

Moved: Berry Smith; seconded: Kirk McElwain. Approved.

10. Future plans: questions and answers

Matt Ladner reported on the MacDonald Fund application. We applied jointly with Riverfest, and support from the Elora Festival Singers, the Gorge Cinema, and Pearle Hospitality for money to use as collateral for raising funds for a performing arts theatre. (There was applause from members.) We asked for 620 K\$, with awarded money to go back to the Fund if we not successful. The Centre also asked for 380K\$ for substantial renovations to the building, including accessible washrooms, reconstruction of the bricked-in basement windows facing Melville St, and redesign of the front entrance to the building.

Micaela Campbell spoke of plans for the Black Sheep Festival. This will replace Art in the Yard, which has run now for 15 years. This was not an easy decision. But applications to AITY have been declining, and there is more competition. Contemporary textiles are increasingly popular. We will target workshops, run by local and outside artists. We already have double the applications we had for AITY.

Stephanie Lines-Toohill talked of arts as tool for breaking down social barriers. "Meet me at the Gallery", a program for people living with dementia, started at MOMA. It was successful at the KW Art Gallery, then at ECFTA. People with Alzheimer's and their care providers really connected. Stephanie worked with Sheila Koop to get a grant. "Together at the Gallery is an eight-week program at the Centre. Children and seniors will be working together on a big installation and how to present their stories. Emma Wardell, one of the first Tutus is now a costume designer at McGill, and will be doing a Tutu workshop for teens. The program has funding so will be free.

Question: will we be developing the kitchen? A café? Answer: no, too expensive, events will be looked after by catering firm.

11. Adjournment 8:17 pm.

ECFTA AGM March 2018

Members will be asked to vote on a proposed amendment to the Centre's bylaws regarding Voting by the Board of Directors. The present bylaws say:

Voting, Board of Directors

- 7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way of assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his/her duties may be performed by the Vice-Chair or such other director as the board may from time to time appoint for the purpose.*

The proposed amended item 7 (see entry in bold) adds voting by remote electronic means:

Voting, Board of Directors

- 7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way of assent or dissent.*

Normally, voting on matters before the Board shall be done at meetings where a quorum of directors is physically present. However, for certain time-sensitive and non-controversial matters, voting may be done by other means (such as e-mail) providing that no director objects, and opportunity for debate is given. Any such vote must be affirmed at the next normal board meeting and entered in the minutes.

A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his/her duties may be performed by the Vice-Chair or such other director as the board may from time to time appoint for the purpose.