

**Ontario Council of Folk Festivals
Annual General Meeting
Crowne Plaza Hotel, Ottawa Ontario
Saturday October 14th 2006**

List of Attendees and their Designations

Festival Members

Paul Lowenberg (Northern Lights); Glenn MacFarlane (Brampton); Lynn Vanwyck (Summerfolk); LeeAnn Cowan (Brampton); Chris Mockler (Mariposa); Eleanor Robinson (Goderich Celtic Festival); Alrick Huebener (Ottawa Folk Festival); Sam Baijal; (Guelph); Carolyn Sutherland (Stewart Park); Alan Rankin (Blue Skies); Andrew Buntin (Shelter Valley); Barb Buntin (Shelter Valley); Katharine Partridge (Shelter Valley)

Organizational Members

Dennis Landry (MFM); Peter MacDonald (Nutshell); Laura Bird (HAMS); Ellen Hamilton (Leopard Frog Studios); Jenn Ives; (Orillia Folk Society); Enn Poldmaa (Black Fly Jam); Dayle Reynolds (Quail Mangement); Tara Levesque (MFM); Jef Harris; Lloyd Greenspoon; (Arts Can Circle); Jim Gillespie (Blissfest); Dorothy McDonall.

Individual Members

Doug McArthur; Kuljit Sodhi; Peter MacDonald; Lily Sazz; Tony Turner; Karen Flanagan McCarthy; Paul Mills; Bob NeSam Baijalitt; Jan Vanderhoorst; Don Bird; Andrea Revel; Bruce Morel; Jay Linden; Steve Tennant; Tony Cople; Laurie – Ann Cople; Robin MacIntyre; Don MacLean; David Waren; Jane Enkin; Evalyn Cream; Tara Levesque; Gary Waterfield; Shirley Gibson; Glenn MacFarlane; Ruth Heijne; Ray Rivers; Richard Flohil; Warren Robinson; Ian Boddy; Paul Dobranski; Carolyn Brooks; Paul Northcott; Laurie Yates; Scott Fitzpatrick; Doug Larson; Jory Nash; Michelle Josef; Aengus Finnan; Alrick Huebener; Arlene Bishop; Lloyd Greenspoon.

Non – OCFF Member: Alex Sinclair

1. Welcome and adoption of the agenda – Sam Baijal

Motion to adopt the agenda of the 2006 Annual General Meeting:

Moved by: Jory Nash
Seconded: Steve Tennant
Passed: Unanimously

Welcome to all in attendance.

Special welcome to Erin Benjamin (returning to role of ED following maternity leave),
Special thanks to Jennifer Fornelli (interim ED).

2. Approval of 2004 & 2005 AGM Minutes – Robin MacIntyre

Motion to approve the minutes from the 2004 and 2005 Annual General Meetings:

Motion moved by: Robin MacIntyre

Seconded: Jan Vanderhost

Passed: Unanimously

3. President's report – Sam Baijal

No written report tabled.

4. ED's report – Jennifer Fornelli (IED)

OCFF Interim Executive Directors Report – October 2006

The OCFF has been very fortunate to secure the following grants for the past year;

- Ontario Arts Council
- Canadian Heritage - Arts Presentation Canada
- The SOCAN Foundation
- FACTOR
- Trade Routes

The OCFF was represented at the following conferences

- North Eastern Regional Folk Alliance (NERFA)
- Folk Alliance in Austin where we co-produced a showcase with Folk Alliance Canada
- Canadian Music Week
- NXNE

Conference:

- We saw an increase in applications for both the SFTH (-400) and Showcase Applications (+400) 5% and 105 respectively. This was our second year partnering with Sonicbids; we saw most of our growth using this on-line system. Thank you to our judges – Dan Kershaw, Paul Symmes and Alex Haughton who put in two very long days and had a huge job, as the quality of the applications was extremely high. If anyone is interested in judging we are always looking for new input and volunteers, please contact me at the office after the conference.
- A Small World Festival is our newest Festival Member. For 2007 it looks like we will be welcoming Kingfest, Minesing Wetlands Festival and the Barrie Folk Festival. Our individual and organization memberships continue to grow at a steady rate – please refer to the new members list in Folk Prints. The OCFF has a membership of approximately 1600.
- Conference attendance is on par with last year. Thank you to Don Bird for your work on this year's event.

- This year we added family showcase to the Friday afternoon of the conference. We were pleased to welcome Cambridge Elementary School to participate as an audience this year. Three young ladies, who for privacy sake shall remain nameless, did the judging for the applications. They did an exceptional job and we look forward to building on this process again next year.
- Art Beat was a huge success with 31 artists in 27 venues across the city.

Staffing:

- The OCFF is currently has two people hired full time – myself and Julie Trewartha and two people on contract – Erin Barnhardt and Leslie Corkill (HRSDC). Erin Benjamin will be returning from her maternity leave in November. I will be remaining with the OCFF after Erin’s return.

5. Treasurer’s report – Peter MacDonald

INSERT: Treasurer’s Report and 2006 Financial Statement

At the retreat, we took on several tasks – one was a review of our financial procedures.

We are investigating charitable status registration. Thanks to John Hreljac for giving us good service as our 2006 auditor – for a great rate. John has been working with OCFF for 5 years and understands our organization very well.

Question from the floor re: finances - Alex Sinclair

‘What is defined as foundation programming?’

Jennifer Fornelli answered – programs such as SOCAN – Voices Carry, NAFTA ...as well as support for the OCFF conference and Trillium fundings

Alex – notice that the foundation grants are bigger than the foundation programming.

Jennifer answers because they extend over a few years – and are carried over. Expenses can also be deferred grant – as work is done, it is dispersed – still money being spent this year and will continue until next years AGM.

Question from the floor - David Warren

Wondering where the disclaimer is – the note that is usually on most financial reports stating that the auditor is not responsible for the fiscal report.

John – Page 1 of report, third paragraph.

Motion to accept the Treasurer’s Report and 2006 Financial Statement

Motion:	Peter MacDonald
Seconded:	Laurie-Ann Copple
Carried:	Unanimously

Motion to appoint John Hreljac as OCFE auditor for the 2007 fiscal year.

Motion: Peter MacDonald
Seconded: Steve Tennant
Carried: Unanimously

6. By-law Changes – Aengus Finnan

Aengus spoke to rationale for updating and correcting the bylaws and how this was a priority for the Board.

Five motions circulated to be voted on this a.m.

Motion re: Omnibus – 56 changes to Bylaws

Further changes to document already circulated:

Item 5 – Strike the word ‘and’;

Item 22 – change ‘and’ to ‘an’

Discussion:

Alex Sinclair thanked the Board for the Omnibus changes to Bylaws. Jory clarified that the work was done primarily by Aengus and Peter.

Motion - to accept the Omnibus – 56 changes to Bylaws:

Made by: Peter MacDonald
Seconded by: Ed Winnicott
Carried: Unanimously

Motion on acceptance of amended Omnibus

Motion: Aengus Finnan
Seconded: David Warren
Carried: Unanimously

Item - Board Size

Existing Bylaw

4.01.00 **Board.** The Affairs of the OCFE shall be managed by a Board composed of fifteen (15) directors.

Proposed Bylaw:

4.01.00 **Board.** The Affairs of the OCFF shall be managed by a Board composed of not less than nine (9) and not more than thirteen (13) Directors.

Motion: withdrawn because according to the Corporations Act, we must have a fixed number of directors on the Board.

Item – Candidate Experience

Existing Bylaw:

4.02.01 be at the date of, or become within ten (10) days after his election, and thereafter remain throughout his term, an associate member of the OCFF, unless he is already an honorary member;

Proposed Bylaw:

4.02.01 be a member in good standing since the AGM prior to standing for election, and thereafter remain throughout his term, an Individual Member of the OCFF.

Motion to accept proposed changes to Bylaw 4.02.01

Moved by: Sam Baijal
Seconded: Arlene Bishop
Carried: Unanimously

Item - Removal of Directors

Motion to accept proposed bylaws:

4.03.01 If a Director fails to attend three consecutive meetings of the Board, ***without leave***, such director ceases to be a Director. A person who ceases to be a Director as a result of failure to attend is ineligible for reappointment.

4.03.02 If a Director ceases to be a member of the OCFF, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a Director.

Moved by: KFM
Seconded: Arlene Bishop

Discussion: Ed Winnicott re: whether someone is sick, misses meetings; is it necessary to have part re: 'ineligible for reappointment'....discussion re: what 'failure to attend' – Peter MacDonald says that it means if someone doesn't respond to invitation to meeting;

Alex re: adding in phrase 'without leave' – all sorts of reasons that someone might not attend meetings;

Motion of a 'friendly amendment' (don't need to vote on it): proposed by Ed Winnicott: '...if a director fails to attend three consecutive meetings *without leave*...'

Friendly amendment to the original motion accepted by both KFM (who moved original motion) and Arlene (who seconded it)

Carried: Unanimously

Item - Elections at Conference

Motion to accept proposed bylaw 6.20.00 Election of the Board: The election of new and returning directors, including presentation and profile of the nominees and a ballot-box vote, shall be held at the annual conference, in accordance with Section 8.11.02, with advance ballots returned no less than 30 days before the start of the annual Conference, and with acceptance of proxy votes as described in Section 8.15.00

: Moved by: Jennifer Ives
Seconded: David Warren

Question from floor

Shirley Gibson – does this relate to retiring directors and returning – ?

Discussion re: definition of 'returning' directors; we are '*re-affirming*', not *voting* for 'returning' directors.

Aengus Finnan: explanation that the change to the bylaw is about the ballot box elections;
Peter MacDonald: part of what we do is elect board – we elect/reaffirm our board – even the expired terms – goes back to the early days of parliamentary form –

Ed Winnicott: sounds like you are voting on returning –

Aengus: 'election' in its broadest sense – this relates specifically to ballot box as addition – this motion only specific to that.

Alex Sinclair asked a question re: quorum and whether we have enough people on hand to make quorum. Peter has already done the math and yes, we do have a quorum. David

Warren reminded all that after establishing quorum at the beginning of the meeting, it stands, as long as no one questions it again during the meeting.

We should 'elect' (confirm) returning directors, too.

Friendly amendment: strike phrase 'and returning'
Moved, seconded (as above) and accepted;

Aengus thanks Peter again; thanks membership for their patience. Huge step forward.

7. Election of Directors

Aengus thanks to all who voted.

Thanks from the Board to retiring Directors Robin MacIntyre (secretary), Sam Baijal, (president), Jory Nash (vice-president), Elizabeth Hill, and Jen Claveau who has resigned.

Welcome to new Directors – Paul Mills, Dennis Landry, Suba Sankaran and Ellen Hamilton

Encouraged all to consider active roles and especially to consider nominating fellow members for future elections.

8. New Business

Steve Tennant: wants to thank the Board; sees growth and positive things happening.

Paul Lowenberg spoke about the retreat and how important it was to the growth that we've had on the Board. Had we not had Steve Baardman's facilitated session, same growth would not have been possible. Thanks to Robin MacIntyre for her long service; to professional staff and a board of directors concerned with governance.

David Warren re: friendly motion to appoint auditor....'until their successors are selected or elected.' Peter will introduce that in next year's amendment

Peter MacDonald reminds people to see and relate to the 'Tell Me' buttons all Directors are wearing– because the board does not have all the answers, and we appreciate all advice and input from our membership.

Details re: next conference will be announced at tonight's Gala Dinner.

Sam Baijal – The Board and Staff Handbook is a work in progress. It's still evolving; welcome input from the membership. Thanks again to all

MOTION to adjourn made by David Warren

2006 Annual General Meeting Adjourned 11:12

Minutes recorded by outgoing Board Secretary, Robin MacIntyre and incoming Board Secretary, Karen Flanagan McCarthy

Minutes reviewed by: Aengus Finnan, Arlene Bishop, Peter MacDonald