

Minutes - OCFF 2010 AGM
Saturday 16 October 2010
Crown Plaza Hotel, 101 Lyon Street, Ottawa ON
Start time: 10:30 Finish time: 12:30

1. Welcome and adoption of the agenda – Paul Mills, President

Moved: Steve Tennant
Seconded: unidentified member

To adopt the agenda as presented

MOTION CARRIED

Paul Mills welcomed the membership to the AGM. He established that quorum existed. He introduced and thanked the Board of Directors.

2. Approval of 2009 AGM Minutes – Katharine Partridge, Recording Secretary

Moved: Karen Flanagan McCarthy
Seconded: David Warren

To accept the 2009 AGM Minutes

MOTION CARRIED

3. President's Report – Paul Mills

Today marks the end of my term on the Board of the OCFF, my second year as its President, and it is quite understandably a time of reflection. Almost 5 years ago when my friend Aengus Finnan asked me if I would be interested in running for the Board, I had no idea what lay ahead but decided it was a good time in my life to give something back to the community that had sustained me for so long. And now after four years of meetings, teleconferences, reports, committees and equal measures of joy, frustration, agreement and disagreement I look back with a great deal of satisfaction over what has been accomplished.

The twenty-four year journey of the Good Ship OCFF has been remarkable. It has grown from a small gathering of half a dozen festivals to the largest folk music organization in Canada. While still firmly rooted in Ontario it is generally acknowledged as an important national voice for this music we love. And as the organization has grown and evolved, so has its governing body – the Board of Directors. I suspect that this evolution has been its most significant during the last four years. When I joined the Board in 2006, Aengus was the President and he served in that role for two years. It was two years of consolidation and discovery and set the stage for a fundamental review of the OCFF's purpose and vision. During my first year at the helm, the Board and its new Executive Director, Peter MacDonald crafted a strategic plan for the organization which was unveiled at last year's Annual General Meeting. This was steered by the Strategic Planning Committee under the excellent leadership of Dan Greenwood. The centerpiece of that plan was a new mission statement for the OCFF:

The Ontario Council of Folk Festivals supports the growth and development of folk music in Ontario by supporting the growth and development of presenters and performers.

This new mission recognizes the reality that we are no longer an organization that serves just festivals, but rather we are here to serve *all* presenters *and* artists in equal measure.

This past year has been one of aligning the organization to that newly defined purpose and today you will be voting on revisions to our bylaws that reflect some of that work. In his Executive Director's Report, Peter will be filling you in on how he is aligning the operations with the strategic plan.

Another very significant aspect of our evolution has been our transition from a managing board to a governing board. Three years ago when our then Executive Director Erin Benjamin left the OCFE to pursue a new career with CAPACOA, the Board needed to take over the management of the organization while it searched for a new ED. An example of this was the formation of the Conference Steering Committee – the body that designs this conference. In those times, the committee was chaired by Directors of the Board. During the past year, our Executive Director has been the co-chair of the committee with me and it has evolved into an operational group no longer steered primarily by the Board.

Another significant development in the past year along these lines was the formation of an effective Finance Committee. Under the leadership of Treasurer Bill Stunt and with the significant contributions of committee members Tamara Kater, Kathy Partridge, Peter MacDonald and our accountant Margaret Toner-Gaston, this committee has been reviewing the organizations books on a monthly basis and developing a comprehensive set of financial policies to ensure that the financial health of the OCFE is assured.

It is these two developments: the Strategic Plan and the transition of the Board to a governing body that I am most proud of as I look back on my two years as President. A popular metaphor likens an organization such as ours to a restaurant. The Board's job is to design the menu – the strategic direction for the organization, and it's the staff's job to prepare the meals – i.e. provide the services to its members. A good governing Board stays out of the kitchen and leaves the cooking to the staff. This Board is in the process of doing just that.

Through all of this, the organization has been blessed with a Board of Directors made up of leaders in our community who bring a huge degree of experience and wisdom to the table. Besides the formal Board meetings, each one of them makes significant contributions through committee work:

Dan Greenwood's Strategic Planning Committee made up of myself, Peter MacDonald, Larry LeBlanc and Paul Loewenberg has made recommendations on bylaw changes in light of the new Strategic Plan and has developed policies for periodic reviews of the plan to ensure that we remain on track.

The Policy Personnel and Governance Committee under the chairmanship of Scott Merrifield with members Tamara Kater, Peter MacDonald and myself has taken a fundamental look at the OCFE's bylaws and is recommending significant changes to align the organization with its newly defined mission and bring it into the electronic age. You'll be voting on those recommendations today.

The Communications Committee under the leadership of David Newland and with Richard Flohil is beginning to look at the OCFE's communications policies and its communications organs such as Folk Prints and the eNews. David is an expert on social media so we're looking forward to his contributions towards modernizing how the OCFE communicates.

Nicole Rochefort continues her excellent work on the Fundraising Committee. The silent auction is that Committee's main event each year and this year's stash is the most valuable one to date. Bid now and bid often!

Under the chairmanship of Paul Loewenberg, the former Estelle Klein Award Committee has been expanded into a more general Awards Committee and besides its selection of this year's Estelle Klein recipient, Grit Laskin, has this year established the Taylor Mitchell Bursary in memory of the young and extremely talented singer-songwriter whose life was cut tragically short last year. This bursary will be awarded each year to a promising young performer so that they can attend the conference as part of the Youth Program.

The Board Nominating Committee under the excellent leadership of Jan Vanderhorst has once again come up with a fabulous slate of candidates for the Board positions becoming available this year. If you haven't cast your ballot yet you have until 3 pm today to do so.

I have already mentioned the Conference Steering Committee with co-chairs Peter MacDonald and myself and members Richard Flohil, Mariposa AD Mike Hill and staffers Jennifer Ellis, Chris MacLean and Antony Cooper and you are in the midst of its output – this wonderful conference.

Also previously mentioned was the Finance Committee which has made significant strides in helping the Board meet its fiduciary responsibilities.

And finally I want to acknowledge my Executive Committee: Scott Merrifield, Vice President, Bill Stunt, Treasurer, Kathy Partridge, Secretary and David Newland, Member at Large. All of these folks are in their first year on the Board and were thrown into the thick of things right away. I want to thank them for their hard work, wisdom, and support over the past year.

Of course nothing this organization does would be possible without the staff and I want to take this opportunity on behalf of the Board to thank Peter and the staff, Jennifer Ellis, Chris MacLean, Antony Cooper and Christina Gubbels. It has been a year full of challenges and achievements and the membership of the OCFE owes you all a big vote of thanks.

In closing I want to thank *you*, the membership for putting your faith in me on this Board. It has been an honour to serve an organization as vital as the OCFE and although I will no longer be on the Board of Directors after this conference I look forward to hanging around for another year as Past President helping in whatever way I can.

Thanks you all very much.

Moved: Linda Crawford
Seconded: Steve Tennant

To accept the President's Report.

MOTION CARRIED with warm and sustained applause for Paul

4. Executive Director's Report – Peter MacDonald

Peter thanked Paul for the opportunity to speak to the membership.

2010 Conference, the largest yet, with:

- 850 delegates, up over 2009's 790.
- 80 presenters; including 22 in presenters' program, managed by Erin Barnhardt from Folk Music Canada
- First-ever presenters' networking session sponsored by CAPACOA; results = relationship building meetings between agents and musicians, presenters, etc. building
- 100 panellists, mentors, moderators and hosts for various sessions, workshops, meetings and showcases; planned by the Conference Steering Committee in response to input provided during the post-conference survey last year
- 26 official and family showcases; juried process with a very strong set of applicants from which to choose

OCFE challenges over past year:

- Related to trying economic times: two festivals have decided to cease or postpone their operations, others looking for new ways to present in their communities = need to work together to help each other survive to present music and provide opportunities for artists to express their creations
- Funding stable over past year, and sponsorships and sales are up slightly for the conference – a good sign

Operation Plan activities:

- In May, 2010, OCFF Board approved operational plan for the next two years; the operational plan addresses the eight areas in the 5-year Strategic Plan that was adopted last Fall. The operational plan will be posted on the web site to increase transparency in OCFF activities and processes
- Work on increasing member benefits has begun and a deal was recently signed to provide discounts at Delta Hotels and a related network of products and services including Budget Rentals and Alaska Airlines.

OCFF continues to build, nurture and renew relationships with organizations and partners:

- Toronto Blues Society – OCFF will work with TBS for four years to increase opportunities for members of each organization and OCFF will present the Acoustic Act of the Year at Maple Blues Awards in 2011 and 2013
- Canadian Folk Music Awards – OCFF will continue to present the CFMA Pushing the Boundaries award and will be as involved as possible when the event is held in Ontario, and present when held elsewhere.
- Canadian Music Week and NXNE – OCFF has a two-yr partnership deal
- ECMA – OCFF is continuing to reach out, Peter will attend the awards in Charlottetown in April
- Bluegrass Music Association of Central Canada – OCFF is reaching out through e.g., shared with ads and increased awareness of each other to our respective memberships
- Songwriters Association of Canada: OCFF is working with SAC on a project in the spring to bring OAC-funded artist professional development to communities across Ontario
- New sponsorships include Roots Music Canada, who have produced tonight's Estelle Klein Award video; Borealis Records, CAPACOA and the Ottawa Folklore Centre, which is sponsoring tomorrow's EKA Brunch
- Peter reviewed the full list of all funders, partners, sponsors

Planning for the future:

- 2011 is the Conference's 25th anniversary and 2012 we celebrate OCFF's 25th anniversary. OCFF is planning a community-building, awareness-building and fundraising activity to complement our annual Silent Auction; we will pay special attention to honouring the OCFF's past while cultivating its bright future
- OCFF will be surveying membership about needs and gathering specific data so that we can pitch better or different funding; working hard to renew festival relationships and to bring new festivals into our membership over the next couple of years

Thank you:

- To the staff – Jennifer Ellis, Chris MacLean, Christina Gubbels; volunteers; and Board of Directors
- To the membership for support and encouragement and for challenging us to do better work every day.

Moved: unidentified member

Seconded: Nicole Colbeck

To accept the Executive Director's Report

Comment by Brad McEwen, Mill Race Festival of Traditional Folk Music. To the ED's report that OCFF is working to renew relationships with Festivals, Brad noted the need to strengthen programming for Festivals at the Conference to allow Festival personnel to meet with and learn from peers and colleagues.

MOTION CARRIED

5. Treasurer's Report - Bill Stunt

Bill reported on the activity of the Finance Committee for the past year:

- The creation of a Finance Committee, chaired by Bill with Board members Tamara Kater and Katharine Partridge, and with staff Peter and Maggie (OCFF accountant)
- Working closely with Peter and Maggie to refine statements and monthly reports to the Finance Committee so that cash flows and year-to-date expenditures can be closely tracked
- Development of a codified set of financial policies which have been put into practice and will be formally approved by the new Board at its first meeting later in 2010

Bill also reported that the organization is in a strong financial position, the deficit notwithstanding. Staff had been asked to present a balanced budget in May 2010, and the Board asked the finance committee to develop a plan, which it is currently doing, to aggressively reduce the deficit.

Moved: Joel Leblanc
Seconded: Bruce Madole

To accept the Treasurer's Report

Question from Arthur McGregor re: explanation on the deficit.

Response from Peter MacDonald: 1) OCFF has moved to an accrual method of accounting, which shifts income that may previously have been reported in one year to the year in which it applies (e.g., conference registration fees received in Fiscal 2010 during early bird sales is accrued to Fiscal 2011, ie, the fiscal year in which the conference takes place).
2) OCFF entered Fiscal 2010 with a deficit; the Board approved monies that added to the deficit during Fiscal 2010 in order to undertake important and necessary governance and strategic planning activities.

MOTION CARRIED

Auditor's Report – Scott Wark from Welch & Co., LLP.

Referencing the OCFF Audited Financial Statements for the year ending June 30, 2010; Scott Wark reported on behalf of Welch & Co., LLP. He reviewed the role and responsibilities of the Auditor. Items of note include:

- Welch & Co., LLP has provided an unqualified audit.
- Noted on the Balance Sheet, the year over year change in investments, noting that the \$41K in GIC investments in the year prior were used in Fiscal 2010 for operation; and that other year over year differences reflected OCFF's adoption of accrual accounting, with the result that costs and income had shifted to the year in which they occur (as opposed to the year in which they are transacted – see example in Q&A section of the executive director's report)
- In the Statement of Operations, noted the items that have changed significantly year over year and that the Board is addressing these items
- Referenced the deferred and government grants on page 8

Moved: Jory Nash
Seconded: Karen Flanagan McCarthy

To accept the Auditor's Report and appoint Welch & Co., LLP as Auditor for Fiscal 2010-2011.

CARRIED

6. Presentation of Proposed Amendments to the OCFF Bylaws - Scott Merrifield

Scott presented the bylaw changes and took questions. Please see attachment for proposed Bylaw changes.

a. Changes to the Preamble

Question: Jason Bouchard. Do the changes to the preamble reflect a mission that encompasses the larger folk community, ie, the audience.

Response: Paul Mills. The OCFF mission statement was presented at last year's AGM and passed by the membership. While it doesn't specifically mention the audience, OCFF and its members implicitly encompass this group.

Question: Brian Gladstone. What is the definition of "presenter."

Response: Paul Mills. Those involved in the activity of bringing audience and performer together.

b) Changes to Bylaw 4.02.01 Qualifications for Directors

Question: Brad McEwen. Can an individual who is a member through his or her association with a Festival or Organization qualify as a board member.

Response: Paul Mills. No, board members must be individual members of OCFF. This provides stability on the Board should the individual's affiliation or role with a Festival or Organization change.

c) Changes to Bylaw 4.06.00 Meetings of the Board

Question: Arthur McGregor. Do the changes allow for a full variety of interaction.

Response: Yes.

d) Changes to Bylaw 8.14.00 Quorum at Membership Meetings

Question: Jory Nash. Where does the proposed number for quorum (25 members) come from.

Response: Scott Merrifield and Paul Mills. The number reflects Roberts Rules, which states quorum should be the number of members that is realistically achievable. Research was conducted and the proposed number was guided by the quorum used by other similar organizations.

Question: Andrew Strauss. Is there a provision in the bylaw that board members must be in attendance for quorum.

Response: No, there is no provision. The membership is the ultimate authority at meetings of the membership.

Clarification: A person can be an individual member as well as an organizational member and therefore represent two members toward quorum.

Question: John Lodge. Is 25 a reasonable number? It represents a big change from what is current practice.

Response: Paul Mills. Research suggests that number is reasonable and in line with how other similar organizations operate.

Comment: Laura Thomas. The number is reasonable given that not all of the membership is interested in the business of the organization.

Comment: Eve Goldberg. The number presented for quorum does not impact any other procedures re: membership meetings. It doesn't change the notice period nor limit the number of people who can attend.

Question: Paul Bouchard. Given that the Board has 13 members who in practice attend membership meetings, board members could represent more than 50% of the quorum.

Response: Paul Mills. Board members attend membership meetings as individual members. The membership steers the organization.

Comment: Steve Tennant. Thank you to Scott and the committee on behalf of the organization for the work undertaken.

Comment: Nicole Colbeck. Suggests caution to suggested amendment to Bylaw 4.02.01 that Board directorship be open to individuals who have not been members. There is a danger of parachuting members in who may not have an investment in the organization.

Moved: Scott Merrifield
Seconded: Bruce Madole

To accept the proposed amendments to the OCFB Bylaws as presented.

Friendly amendment: Given the length of discussion, that amendments to Bylaw 4.02.01 Qualification of Directors and 8.14.00 Quorum at Membership Meetings to be voted on separately.

Amended motion: To accept the proposed amendments except those relating to Bylaw 4.02.01 and 8.14.00.

CARRIED

Moved: Brad McEwen. That Bylaw 4.02.01 be changed to state that no one can be nominated to stand for election to the OCFB Board without membership with OCFB 60 days prior to nomination.
Seconded: David Warren.

DEFEATED

Moved: Scott Merrifield.
Seconded: unidentified member

That the proposed amendment to Bylaw 4.02.01 Qualification for Directors be approved as presented.

Discussion: The following points were made / reiterated:

- Challenges with setting restrictions because membership may have lapsed.
- Recognizing the concern that people may be parachuted in to the Board, membership does not mean that members are participating in the organization.
- The current bylaw requiring membership for the past year is a relatively recent addition to the Bylaws. The change reverts the Bylaw to what it was about five years ago.
- That maintaining the current Bylaw as written may preclude individuals who are members by way of their association with a Festival or Organization from being elected to the Board.

CARRIED

Moved: Paul Mills
Seconded: Karen Flanagan McCarthy

That the proposed amendment to Bylaw 8.14.00 Quorum at Membership Meetings be approved as presented.

CARRIED

7. Adjournment

Moved: Richard Flohil

To adjourn the AGM until 7 pm Saturday October 16th at the Gala Dinner to announce the results of the election of Board members.

CARRIED

8. Re-convening of AGM

The AGM was re-convened at 7 pm Saturday October 16th at the Gala Dinner.

9. Election of Directors – Jan Vanderhorst, Nominating Committee

Jan Vanderhorst, Chair of the Nominating Committee, announced the election results.

Continuing Directors include: Tamara Kater; Larry Leblanc; Dan Greenwood; David Newland; Katharine Partridge; Scott Merrifield; Bill Stunt.

Newly Elected Directors include: Joeann Argue; Jerry Switzer; Rebecca Webster; Richard Flohil (re-elected); Shoshona Kish; Devin Latimer

Outgoing Directors, with a great thanks for their contribution: Jan Vanderhorst, Paul Loewenburg, Nicole Rochefort, Paul Mills

[Post script: Devin Latimer regretfully declined his election. The individual with the next highest vote count, Kuljit Sodhi, accepted the invitation to directorship]

Moved: Jan Vanderhorst
Seconded: Paul Mills

To accept the Board of Directors (elected, as well as those continuing to sit as members of the Board.)

MOTION CARRIED

Moved: Jan Vanderhorst
Seconded: Paul Mills

To destroy the election ballots

MOTION CARRIED.

10. Adjournment

Scott Merrifield thanked outgoing President Paul Mills for his contributions to the organization. Following a warm recognition by members and friends in attendance at the Gala Dinner, the AGM was adjourned.

Attachments:

Report of the Auditor
Proposed amendments to the OCFF Bylaws