

**The Ontario Council of Folk
Festivals Annual General
Meeting
Oakes NW Room, Marriott Gateway on
the Falls Niagara Falls, Ontario
October 15, 2011
10:00 a.m.**

AGENDA

1. Welcome and Adoption of the Agenda – Scott Merrifield, President
2. Approval of 2010 AGM Minutes – Katharine Partridge, Vice-President
3. President's Report – Scott Merrifield
4. Executive Director's Report – Peter MacDonald
5. Treasurer's Report and Audited Financial Statements – Tamara Kater
6. Appointment of Auditors for Fiscal Year Ending June 30, 2012 – Tamara Kater
7. New Business
8. Adjournment to Gala Dinner
9. Election of Directors – David Newland, Nominating Committee Chair
10. Adjournment

Minutes - OCFF 2011 AGM
Saturday 15 October, 2011
Marriott Gateway on the Falls, Niagara Falls
Start time: 10:20 Finish time: 11:10
FINAL

1. Welcome and Adoption of the Agenda – Scott Merrifield, President

Moved: Steve Tennant
Seconded: Bruce Morel

To adopt the agenda as presented

MOTION CARRIED

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

2. Approval of 2010 AGM Minutes – Katharine Partridge, Recording Secretary

Moved: Steve Tennant
Seconded: Denise Sheedy

- To accept the 2010 AGM Minutes with the following corrections:
Steve Tennant moved to adopt the meeting agenda
- John Lodge asked the question about the recommended number of members for quorum.

MOTION CARRIED

3. President's Report – Scott Merrifield

Scott presented highlights from his Report to the Membership, printed in the Conference edition of Folk Prints (reproduced in full below).

Report to the Membership (Folkprints)

In December of 2010, at the first meeting of the OCFF's Board of Director's after last year's Board elections and Annual General Meeting, having just accepted the position of President, I outlined what I saw as the priorities we needed to address in the year that is now almost behind us:

- The need to avoid losing momentum in implementing and reviewing the Strategic Plan created in 2009, with emphasis on truly serving all our classes of membership and fulfilling our mission "to support the growth and development of folk music in Ontario by supporting the growth and development of presenters and performers"
- The need to eliminate the current financial deficit of the OCFF as quickly as possible
- The need to continue our progress in developing excellence in governance at Board level and facilitating excellence in management of operations at the staff level
- The need to address the effectiveness of our communications vehicles, including the future of Folk Prints

- The need to make our 25th Anniversary Conference the best ever at its 2011 location in Niagara Falls

I now think these priorities make good headings to describe much of the progress our organization has made during the year from the Board's perspective.

Strategic Plan

The plan which covers five years is now the basis of the Executive Director's annual operational plan for the OCFF and its annual budget. Since the plan is now two years old, it is currently being reviewed as planned, to ensure it remains relevant and responsive to changes that taken place, both external and internal. This process is well underway, led by our Strategic Planning Committee, specifically our expert chair, Dan Greenwood, and Katharine Partridge. As a first step, the Board participated in a workshop facilitated by Dan in September 2011 to assess internal strengths and weaknesses, external opportunities and threats as well as the political, economic, social and technological environment we work in. The strategies contained in the plan will be reviewed to ensure they are still valid in the context of these analyses and if there are gaps that need to be addressed.

The plan called for a name change for the organization to "Folk Music Ontario" to better reflect its new mission "to support the growth and development of folk music in Ontario by supporting the growth and development of presenters and performers." The new name and mission will require the issuance of Supplementary Letters Patent, the legal framework for the organization under the Corporations Act, which in turn will require the approval of 2/3 of our membership. With new provisions in our by-laws that permit electronic voting, we will be proceeding with that process in the coming year.

Deficit Reduction

While the accumulated deficit as shown in our audited statements is currently manageable, the Board, the Finance Committee (consisting of our Treasurer, Tamara Kater, Katharine Partridge, Jerry Switzer and me) and our Executive Director have taken steps to address it. As a result, although the operating deficit could not be eliminated in one year without seriously impairing our operations, it was reduced significantly and the current approved budget calls for a return to an operating surplus this fiscal year.

Moreover, the Finance Committee developed, and the Board approved, new financial policies which preclude the approval of any budget with an accumulated deficit of more than 10% of annual operating revenues, and require any deficit budget to be accompanied by a plan to eliminate the deficit within three years, all within an overall context of conservative budgeting.

Achieving Excellence in Governance and Management

The Board continues to operate on a governance model that focuses the Board's efforts on strategic direction, policy and oversight, leaving the responsibility for the day to day management of operations to the Executive Director.

The current hard-working Executive Committee comprises myself, Katharine Partridge as Vice-President, Jerry Switzer as Secretary, Tamara Kater as Treasurer, Dan Greenwood as Member-at-Large, and Paul Mills (ex-officio) as Past President.

The Board was faced with two vacancies early in the year, when Bill Stunt, then our Treasurer, and newly elected director Rebecca Webster both resigned. Bill had been given demanding new responsibilities in his position at work and Rebecca had irreconcilable scheduling challenges. The Board exercised its power to fill the vacancies by appointment, and through a process led by David Newland as Nominating Committee chair, we were able to welcome two excellent new directors, Brad McEwen and Jane Harbury, to the Board. Tamara Kater was chosen to succeed Bill as Treasurer.

The Board was shaken by a sudden and serious health crisis that forced our Vice President, Kathy Partridge, to suspend her Board participation for a good portion of the year. Thankfully, she has

recovered and resumed her responsibilities. In her absence, Dan Greenwood became interim VP and Chair of the Personnel, Policy and Governance Committee.

We have signed a new greatly improved three-year employment contract with our Executive Director. We have also instituted an improved performance appraisal process for the ED, including the signing of an annual performance agreement that bases this appraisal on mutually agreed goals and measures.

We have invested in professional development for our ED with a masters-level course in Not-for-Profit and Voluntary Sector Management at Carleton University and a workshop with Jerry Yoshitomi at the Port Huron Arts Leadership Institute. The Board is addressing its own professional development by committing to a Board Governance training session at its next meeting.

Communications

This is an ongoing work-in-progress that will carry over into next year. Consensus appears to be that the eNews issued biweekly by staff has become a very effective communications vehicle, whereas the print version of Folk Prints, as we know it, needs a review. The OCFF website is undergoing significant upgrading. The Communications Committee is currently composed of Chair David Newland and Richard Flohil.

25th Anniversary Conference

Although the 25th Anniversary Conference is still a few weeks away at this writing, the ED assures us that planning and preparations are on track. Excitement is building and expectations are high. The Conference Steering Committee has completed its transition from a Board Committee to an operational committee, chaired by the ED and comprising directors, staff and other volunteer members. Directors on the committee this year were Brad McEwen, Larry Leblanc, Joeann Argue, Paul Mills and me.

The Board has committed to addressing conference evaluation and future planning at its next meeting after the conference. The 2012 conference will be at the Delta Meadowvale Resort and Conference Centre in Mississauga.

Concluding Comments

I would like to thank the Board for the honour of serving as President for the past year and for their diligence in supporting the important work of the OCFF. I would also like to thank Paul Mills for his inspiration and mentorship as Past President. Finally I would like to thank our very conscientious and hard-working ED, Peter MacDonald, and his team for supporting me and addressing the work of the OCFF and the needs of its membership as their preoccupation every single working day of the year. Thanks to the support of all of the above and all our members, this has been a most productive and rewarding year.

Moved: David Warren
Seconded: Bev Mills

To accept the President's Report.

MOTION CARRIED

4. Executive Director's Report – Peter MacDonald

Peter presented highlights from his Report to the Membership, printed in the Conference edition of Folk Prints (reproduced in full below).

- The 25th Annual Conference – in Niagara Falls, with 702 delegates and 90 presenters, and two keynote addresses – by Eric Baptiste, Socan CEO; and Loreena McKinnett.

- Thanked OCFF partners and sponsors for essential and welcome support. The Conference Program provides a full list of funders.
- Member website is being upgraded to allow members to access and update their information.
- Thanks to the Board of Directors, including Past President Paul Mills for support during transition to new Board; the Executive Committee for ongoing support; and Scott Merrifield for time and patience. To past ED Erin Benjamin for ongoing support. To staff, volunteers, funders and suppliers.

Report to the Membership (Folkprints)

The time since our last Annual General Meeting has been a very productive for the OCFF. At last year's conference, membership stood at 28 Festivals, 57 Organizations and 287 Individuals. Over the past year, we have seen an increase in membership: 28 Festivals, 64 Organizations and 364 Individuals (at September 23, 2011).

We have continued to work towards the vision of the organization – “By 2015, facilitating a stronger, more engaged, connected and active folk music community in Ontario” – by focusing our efforts on improving what we do and how we do it, through the strategic plan we launched in 2010.

The OCFF staff has worked hard this past year, with emphasis on four of the eight key strategies:

Expanding member services

- Worked with seven other Provincial Arts Services Organizations to launch the Arts Workers Health Insurance Plan for individual members. This came on the heels of having offered health benefits to our festival and organizational members the previous year.
- Negotiated and offered network discounts for members to attend more music industry conferences.
- Hired a dedicated Membership Services Manager to develop and renew member benefits.

Engaging in more effective communications

- Started work on a new OCFF web site to improve navigation and interactivity.
- Increased eNews to twice per month, plus special announcements as required; started sending regular eNews messages to the entire database of 9000+ entities instead of only to members
- Received training and increased efforts on the OCFF Facebook page (1600+ “likes”) and started a Twitter account (180 followers).
- Became more diligent in picking up the phone to talk to our members; somewhere along the way we all become too reliant on email to replace the connection with a live voice in real time.

Renewing festival commitment

- Increased festival representation on the Conference Steering Committee.
- Began consultations on a festival-specific, non-showcasing gathering to happen outside the annual conference and ideally to be launched within two years.
- Attended networking events across the country to promote our member festivals and encourage peer relationships.
- Increased the print run of the annual brochure and the distribution of it beyond the provincial tourist info centers and member festivals.
- Acted as a facilitator between festivals and funders in several specific instances.

Improving organizational effectiveness

- Started work on a new database management system to improve membership retention and increase administrative efficiency.

- Refined the annual online collection of festival membership data in order to stay current with personnel and contact information for each organization.
- Reworked all financial reporting and developed budget re-forecasting tools.

During the fiscal year ended June 30, 2011, we nearly eliminated the operational deficit without significant changes to the level of service delivery. The accumulated deficit is being overseen by the Board and Finance Committee and we expect that with diligent management and oversight, we can eliminate it within two years.

Public funding has remained stable in the past year and we are particularly grateful for the ongoing operational funding provided by the Department of Canadian Heritage and the Ontario Arts Council. Private funding through sponsorships has also remained stable, despite very challenging economic times. Earned revenues, largely around the conference, have increased slightly.

Since the OCFF serves such a diverse membership, the Board and staff try hard to balance the needs of all members. Consultation and dialogue have become more important than ever before in an environment with numerous communications options. Staying connected is the single biggest challenge we face as a community, made more difficult by very limited resources and the need to stretch volunteer time to fit the growing needs of our local communities.

We are pleased to have such strong partnerships with music industry associations and regional presenter networks across the country. As often as possible, we exchange visits to our conference events and important meetings. This past year, we attended Canadian Music Week, Pacific Contact, NXNE, CAPACOA's annual conference AND National Presenter Network Meeting held in conjunction with the Canada Council and Department of Canadian Heritage. We have begun regular teleconferences with the producers of regional Contact events so that we can all engage in frank discussion about the state of the art in professional development and showcasing models. Our annual conference is seen as the single best way to connect to the folk music community in Canada, yet we all realize that we have a lot of work to do to make it even better!

The OCFF staff has worked tirelessly on behalf of the membership over the past year. The team includes Jennifer Ellis (Office Manager), Olga Zuyderhoff as Membership Services Administrator, and Margaret Toner-Gaston, our contract accountant. A warm welcome to our newest staff members, Bob LeDrew as Membership Services Manager and Jean-Marc Lalonde, our 2011 Conference Coordinator. Sincere thanks and best wishes to Chris MacLean, who served us well as Membership and Outreach Manager for two years and continues to work part-time on the Youth Program and as Art Beat Coordinator.

The OCFF is an essential component in the presenting community – for both presenters and performers. The structure of our membership means that we have the added benefit of a strong community and industry component of managers, agents, publicists, record labels, small venues and volunteers of all kinds.

We are seen as a strong, caring community dedicated to the preservation and expansion of folk music. We are proud to work in this community and we are proud of our membership's dedication to our shared goals. We look forward to the coming year as we work together to improve our local communities and spread folk music from coast-to-coast-to-coast.

Moved: Paul Mills
Seconded: Eve Goldberg

To accept the Executive Director's Report

MOTION CARRIED

Question: Alex Sinclair. Membership went up, but membership \$\$ down.

Response: Peter explained accrual method of accounting, which OCFF introduced last year, is in progress this year, and will be fully implemented next year.

5. Treasurer's Report - Tamara Kater

Tamara Kater reported on the activity of the Finance Committee for the past year:

- There were no major financial changes in the fiscal year ended June 30
- Revenues were down 10%; expenses were also down. A 10% variance is normal.
- OCFE ran a deficit of ~\$2,000
- No major assets were acquired or disposed of
- OCFE continues to have an accumulated deficit. The Board's goal is to reduce it in the current fiscal year.

Moved: Dennis Landry
Seconded: Patricia Sibly

To accept the Audited Financial Statements

Question: Sandy Stubbart. How is OCFE reducing its deficit in the current fiscal year?

Response: Peter MacDonald. 1) one employee job cut to half time. 2) increase in funding from Heritage Canada.

MOTION CARRIED

Moved: Patricia Sibly
Seconded: Dennis Landry

To appoint Welch & Co., LLP as Auditor for Fiscal 2011.

MOTION CARRIED

6. New Business

There was no new business.

7. Recess

President Scott Merrifield encouraged members to vote for new board members. Voting continues until 3 p.m. Nominees were introduced.

The AGM was recessed until 7 pm Saturday October 15th at the Gala Dinner to announce the results of the election of Board members.

CARRIED

8. Re-convening of AGM

President Scott Merrifield reconvened the AGM at 7:20 pm Saturday October 16th at the Gala Dinner.

9. Election of Directors – David Newland , Nominating Committee

David Newland, Chair of the Nominating Committee, thanked all members who voted; volunteers, staff and Board for supporting the election process; and nominees who stood for election.

Continuing Directors include: Richard Flohil; Jane Harbury; ShoShona Kish; Brad McEwen; Scott Merrifield; David Newland; Katharine Partridge; Kuljit Sodhi; Jerry Switzer

Newly Elected Directors include: Adam Brown; Tamara Kater (returning for a second term); Alex Sinclair

Outgoing Directors, with a great thanks for their contribution: Dan Greenwood; Larry LeBlanc; Paul Mills (Past President)

Moved: Eve Goldberg
Seconded: Joanne Crabtree

To accept the Board of Directors (newly elected and continuing)

MOTION CARRIED

Moved: Katharine Partridge
Seconded: Grit Laskin

To destroy the election

ballots MOTION CARRIED.

10. Adjournment

The meeting was adjourned at 7:25 p.m.

Attachments:
Report of the Auditor