

OCFF Board Meeting

MINUTES

Date: Saturday, 2 December 2006
Start / Finish Time: 09:53 a.m. / 3:35 p.m.
Location: Bhatia Music, Toronto and by Teleconference

PRESENT: Attending at Bhatia Music: Arlene Bishop; Jory Nash; Jowi Taylor; Suba Sankaran; Aengus Finnan; Erin Benjamin

Attending via teleconference: Laura Bird; Lloyd Greenspoon; Peter MacDonald; Karen Flanagan McCarthy; Ellen Hamilton; Dennis Landry; Paul Loewenberg

REGRETS RECEIVED: Paul Mills

		ACTION
1.	Welcome, Approval of Agenda (Aengus)	
	<p>Aengus thanks everyone for their flexibility re: changes to travel arrangements due to severe weather. It was hoped that this would be a full face-to-face meeting, but this will have to do given the circumstances.</p> <p>The Agenda was reviewed. KFM asked that an item be added re: further update to the Board and Staff Handbook.</p> <p>Motion moved by Arlene to adopt the amended agenda Seconded: Dennis Approved: Unanimously</p>	
2.	Adoption of Minutes (Karen)	
	<p>Motion to adopt the Minutes of the 13 October meeting was moved by Jory Seconded: Laura Approved: Unanimously</p>	
3.	Confidentiality Agreement (Aengus)	
	<p>Aengus asks all Board members to sign and mail into the office original copies of the confidentiality agreement (CA) to the office. Originals to be collected by the secretary. He asks that all Board members agree to operate under the terms of this confidentiality agreement during the meeting.</p> <p>Some discussion about the agreement followed. Aengus points out that all members of the Board and the Executive have, in fact, already approved the CA, as it is part of the Board and Staff Handbook, which we approved unanimously.</p>	<p>KFM – to follow up with all members of the Board to ensure that they've signed and sent in their hard copy of the confidentiality agreement</p> <p>Lloyd – to review the current wording of the confidentiality agreement</p>

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		and submit suggested changes to the Executive Committee for discussion at a future meeting of the Board.
4.	President's Report	
	<p>Aengus thanks the Board once again for electing him to this position and reminds people that he will have to step out of his role as head of several committees. His particular interest is in moving forward with the organization. There are many elements of the organization that are of particular interest: its activities, programs and history. This is his 10th year with the OCFF. He feels it has undergone quite a transition over the years. Communication - transparent communication with everyone associated with the OCFF - is very important to him. He reminds the Directors that we are elected by our members to represent them. The organization is the entity. We are responsible for ensuring that the organization stays true to its mission and objectives. All documents can be changed – some more easily than others. He reflects on the fact that this is a very collegial board. One of the things he wants to do is help us all understand the roots of the organization – what it is; where it's going.</p> <p>Aengus takes the time to review the four objects of the organization as set out in our incorporation papers:</p> <p>Whereas the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the sixteenth day of November 1987, for the following objects:</p> <ul style="list-style-type: none"> A. To act for the benefit of Ontario festivals with creative and performing arts components that originate from folk cultures and traditions; B. To facilitate the exchange of artistic and technical resources; C. To act as a support system for the exchange of ideas, information, education, and expertise between folk festivals; D. To assist Member organizations in communicating with government agencies, corporations, and other relevant bodies; <p>In theory, everything we do stems from these four objects. We have a growing organization, a signature conference, etc., but there seems to be a disconnect between expectations of the membership and the organization. We have the opportunity as a Board and organization to communicate what the organization's capacity is and to do what we are committed to do.</p>	

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	<p>Aengus stresses that one of his interests is to genuinely have more of a sense of everyone’s impressions and interests. He mentions that he has already spoken to the Executive Committee and to the Executive Director re: a pro-active, comprehensive survey (stakeholder research) to ‘take the temperature’ of the organization and member interests. There’s already been discussion about holding ‘Town Hall’ meetings among the membership to provide opportunity to people to have input and provide feedback. Aengus reflects on the fact that there is no sense in asking questions if there is no return, no answers from the membership.</p> <p>Aengus believes this survey, this communication tool, feeds in to what we’re committed to as an organization. We don’t have all the answers, but we’re committed to listening and to looking for the answers.</p> <p>Executive Committee Meetings – Aengus explains to all that the Executive Committee (EC) is empowered to act on behalf of the Board and to make decisions between full Board meetings. The EC held a meeting on the 20th November in Ottawa. There was a strong desire among members of the EC to meet face-to-face, especially since this was our first meeting, since the elections in October and the first meeting with the returning Executive Director (ED). The EC wanted to set the tone of all the meetings it hopes to have with the ED.</p> <p>The minutes of the EC Meeting of 20th November are attached.</p> <p>Motion to accept verbal version of President’s report, (including minutes of the EC meeting of 20 November), was made by Aengus. Seconded by Jory Approved: Unanimously</p>	
<p>5.</p>	<p>Treasurer’s Report</p>	
	<p>Peter’s verbal report included three main points: 1) Expense Claim from past Secretary Robin McIntyre Robin made a claim post-Conference for her travel expenses. After initially denying the claim, RM requested that the decision be reviewed by the full Board. Discussion followed.</p> <p>Motion to reimburse RM for her travel expense claim made by Lloyd Seconded: Arlene Approved: Unanimously.</p> <p>2) Financial Policy Peter continues the presentation of the Treasurer’s report by reminding Board members that the OCFE does not have a financial policy. The ED has created methods that work fairly well, but our current deficit</p>	<p>Peter – To review the expense claim policy to tighten the language regarding advance notice of ineligible expenses for Directors.</p> <p>Peter – to bring this work to the Finance Committee for continued research, discussion and</p>

	<p>underscores importance of implementing a system of checks and balances. Peter has talked with people involved in other organizations, looking for Best Practices and will continue this research, working with Staff to develop excellent systems for use at the OCFE.</p> <p>3) OCFE General Financial Health During the past year, the Board was not fully aware of the depth of the OCFE's financial difficulties. We have not been looking at the big financial picture this year. This needs to change and will be addressed in financial policies.</p> <p>Peter reported that he is very impressed with Erin and her detailed look at the organization's current finances, and with her resulting Deficit Reduction Strategy. This requires that Directors look at what the OCFE does, what is needed to make those plans happen. Every decision we make will force us to become better financial managers. The outcome of this is that we will pass on a healthier organization.</p> <p>Motion that Treasurer's Report be accepted made by Jowi; Seconded: Paul L. Approved: Unanimously</p>	<p>ACTION implementation.</p>
<p>6.</p>	<p>Executive Director's Report</p>	
	<p>Aengus welcomes back Erin Benjamin as the Executive Director (ED). Erin says hello to the new Board members and thanks all for their support during her absence and during this part-time return to work. This is her 11th year with the organization and it is the first time that we're talking on this level re: policy. It has been, in many ways, what she's been waiting for. It will make her job as ED so much easier. Remarks how nice it is to see the Board working so well together.</p> <p>1. Conference review</p> <p>Jennifer Fornelli has provided the ED with a point form conference review. A complete conference report will be ready by the next board meeting.</p> <p>Leslie Corkill provided a proposed Volunteer Coordinator handbook, based on her experience as VC at the Conference. It will be reviewed and revised by Staff to create a suitable document for ongoing use.</p> <p>2. Office Update: Erin is currently dividing her week between the OCFE office and her home office. Jennifer F. is the General Manager. Julie Trewartha is our Admin Asst. ED has asked both to write their job descriptions and provide a handbook on how they do their jobs.</p>	<p>Julie and Jennifer to write their job descriptions and provide a handbook on how they do their jobs.</p>

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<p>Two contracts have now ended: Erin Bernhardt's contract as Youth Coordinator and Don Bird's as conference programmer.</p> <p>3. Deficit Reduction Strategy: Erin provided a brief review of the documents and answered various questions.</p> <p>Erin relates that she's been in touch with the Royal Bank of Canada in Sudbury about obtaining a line of credit. She stresses that fundraising (and generally increased revenues) and a LOC are the two things we need to get us to June 2007.</p> <p>Erin plans to be more aggressive, looking for more grant money for the organization.</p> <p>Board Fundraising is a necessity. It is a means to keep us a healthy, vital organization. Aengus reminds the Board that some boards of other organizations live by the rather bluntly stated (or implied) principle of 'Give, get or get out'. Although we are not suggesting that members of our Board are expected to operate by this principle, it's important to note that we are, as Board members are responsible for the financial health of our organization. Lloyd thinks we should discuss the Board's responsibility to raise funds. He believes we should try to find operational areas where we can cut rather than try to raise more funds. He is worried that we'll be in competition with our member festivals for the same pots of money. Erin reminds him and the Board that there's a difference between fundraising and grant writing.</p> <p>Aengus stresses the fact that the EC has already approved DRS strategy so the ED could move forward, implementing the objectives of the strategy.</p> <p>Motion to adopt the DRS in principle, with the suggestion that it be reviewed at all Board meetings is made by Lloyd. Seconded: Jory Approved: Unanimously. (Note: Paul Loewenberg not present for the vote)</p> <p>Erin then introduced a plan to increase membership fees.</p> <p>Motion made by Arlene that the EC make the final decision by December 15th regarding the specific increases of all levels of OCFF membership fees. Seconded: Jory Approved: Unanimously.</p> <p>Erin has submitted Trade Routes Application. Aengus advised that EC signed off on this grant application.</p> <p>Erin will create timeline for budgets and bring to the EC for approval.</p> <p>Things to consider for the 2007 Conference:</p>	

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	<p>- a three-year contract at one facility and recommends that we choose the city of Ottawa since our head office is located here (also covered in the DRS).</p> <p>- that all guerrilla showcasing artists be required to register for the conference and that the SFTH competition be limited to OCFF members.</p> <p>MOTION made by Peter that the ED's report be accepted as presented; Seconded: Dennis Approved: Unanimously</p> <p>KFM moves to adjourn for 15 minutes.</p>	
7.	Committee Review/Report/Assignment	
7.1	Finance Peter MacDonald (Chair)	
7.2	Fundraising Dennis Landry / Arlene Bishop (Co-chairs), Suba Sankaran, Peter MacDonald	Dennis and Arlene to draft description of the committee and set its objectives.
7.3	Programming and Deliverables Review Paul Loewenberg (Chair); Jowi Taylor	Paul L to review the Programming Guide to see what changes, what redefinition might be necessary.
7.4	Stakeholder Research Karen Flanagan McCarthy / Jowi Taylor (Co-chairs)	KFM and Jowi to draft description of the committee and set its objectives.
7.5	Conference Vision Committee Jowi Taylor / Jory Nash (Co-chairs)	Erin / staff: Summary of comments from 2006 Conference;
	Conference-related Committees	
7a	Estelle Klein Award Paul Loewenberg (Chair); Jowi Taylor	
	<p>Paul L would like to continue to chair this committee; must ask staff about the distribution of the submission forms.</p> <p>Peter suggested defining the selection criteria – what are we</p>	Paul L to ask staff about distribution of submission forms.

		ACTION
	<p>looking for in an EK winner. What is the process? We need to know so that we can incorporate corporate memory, answer questions and also publish this information on the Web site.</p> <p>Paul L will have guidelines and procedures ready for January.</p>	<p>Paul L to have guidelines re: selection criteria, process and procedures ready for discussion at January's meeting.</p>
7b	<p>Nominating Committee Paul Mills (Chair – to be confirmed)</p> <p>Need to articulate procedures and criteria; definition... Aengus will follow up with Paul re: his nomination as chair; As we articulate what each committee does, we should look for Board input and process.</p>	<p>Aengus to follow up with Paul re: his nomination as Chair of this committee.</p>
7c	<p>Art Beat Aengus Finnan (chair)</p> <p>Aengus will remain as Chair, but will go to membership to bring in people as crew chiefs.</p>	
7d	<p>Showcase Arlene Bishop and Suba Sankaran (Co-chairs)</p> <p>There is an existing policy on the Web site. Aengus – anticipates that this is something that will be addressed at the AD Retreat, noting that Ontario ADs have been tracking percentage of showcase acts from Ontario.</p>	<p>Arlene and Suba to talk with Erin Benjamin; review mandate; juror selection process; and showcase participant selection process;</p>
7e	<p>Songs From the Heart Jory Nash (Chair); Laura Bird</p> <p>Jory to continue as Chair; Alex Sinclair will assist.</p>	<p>Jory to draft a handbook detailing SFTH Award procedures.</p>
7f	<p>Youth: Paul Loewenberg (Chair); Ellen Hamilton</p>	<p>Paul L to contact Festivals and Conference Vision Committee for ideas re: how we can get more youth delegates and youth showcases. Will investigate possibility of amending selection process.</p>
	Additional Committees	
7g	<p>Communications Karen Flanagan McCarthy (Chair), Ellen, Jowi</p>	<p>KFM to contact Ellen, Jowi and Dennis to draft description of the expanded committee and set its objectives.</p>

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7h	Personnel/Policy/Governance Dennis Landry and Peter MacDonald to co-chair	Aengus to approach David Warren and ask if he'd like to join the committee.
7i	Initiatives and Diversity Chair – Jowi Taylor; Ellen Hamilton; Suba Sankaran	Jowi to provide written description of committees, procedures, etc. in advance of January meeting.
8	Selection of Executive Committee Member-at-Large Motion made by Karen that Paul Mills be nominated as the Executive Committee Member-at-large. Seconded: Jory Passed: Unanimously Pending his acceptance, Paul Mills is acclaimed as the Member-at-Large;	Aengus to approach Paul re: accepting his acclamation as Member-at-Large
9.	Board vacancies and potential appointments All agreed to leave these two positions open for the time being. MOTION made by Peter that the action be laid on the table	Aengus to follow up with David Warren re: the legal definition of the word 'shall', as used in the context of filling board vacancies.
10	New Business: a) New contact lists; Karen would like to expand the Board member contact list to include more information. Justification: that the necessity of communicating last-minute decision to offer the teleconference option to all Board members reluctant to travel during severe weather, was somewhat limited by the minimum amount of contact information on file. Based on a recent experience in his own organization, Dennis suggested we include contact information for someone who would be called in case of an emergency. b) IED Report – Arlene presented the report IN CAMERA. Motion made by Jory to accept report as presented Seconded: Paul L Approved: Unanimously	KFM to send 'prompt' e-mail to all Board members KFM will send the IED report to full board

		ACTION
11.	<p>Review of meetings to be scheduled:</p> <p>14 January 2007 Toronto 3 March 2007 Teleconference 2 June 2007 Teleconference 12 October 2007 London @ Conference</p> <p>*Monthly Executive Committee meetings to be set with regular check-in expected with all committee Chairs.</p> <p>Next Meeting: The next meeting of the OCFB Board will be held 14 January 2007, in Toronto. Time and location TBA</p> <p>Arlene proposes that we use a billeting system for Board members be used whenever possible.</p> <p>Motion made to accept these dates by KFM ; Seconded: Arlene Approved: Unanimously</p>	
12	Adjournment	
	MOTION to adjourn made by Peter at 3:35 p.m.	

Submitted by: Karen Flanagan McCarthy

Date: 5 January 2007