

OCFF Board Meeting

MINUTES

Date: Saturday, 1 December 2007
Start / Finish Time: 09:38 / 4:06
Location: OCFF Offices, Ottawa, ON

PRESENT: Aengus Finnan, Karen Flanagan McCarthy; Peter MacDonald;
 Paul Mills, Ellen Hamilton, Dennis Landry;
 Dan Kershaw; Nicole Rochefort; Candace Shaw; Jan Vanderhorst

Arriving late: Paul Loewenberg

Erin Benjamin

REGRETS RECEIVED: Richard Flohil; Suba Sankaran

ABSENT:

	ITEM	ACTION
1.	Welcome, Regrets, Quorum, Timekeeper, Conflicts (President)	
2.	Adoption of Agenda (President)	
	<p>Motion to adopt Agenda</p> <p>MOVED by Dennis SECONDED by Jan All in favour: Unanimous</p>	
3.	Approval of Minutes (Secretary)	
	<p>Motion to approve the 12 Oct 2007 Minutes</p> <p>MOVED by: Ellen SECONDED by: Paul M MOTION CARRIED</p>	
4.	Actions Arising from Minutes	
	<p>C - COMPLETE / IP - IN PROGRESS / O - OUTSTANDING</p> <p>ABM – All Board Members</p> <p><u>Outstanding Action items from October 12th Minutes</u></p>	
IP	ACTION: Erin to ask Jennifer to post Oct 12 th minutes to the OCFF's Internet site.	ACTION: Erin to ask Jennifer to post Oct 12 th minutes to the OCFF's Internet site.

	ITEM	ACTION
C	ACTION: Dennis to send electronic copies of Manitoba & Yukon Music Industry studies, if he has them.	
C	ACTION: Ellen to send her NERFA Showcase report to all Board members;	ACTION: Newly formed
O	ACTION: Showcase Committee to create process that details criteria;	Conference Steering
O	ACTION: Showcase Committee: Review the guidelines for next year's conference. Questions: do these showcase line-ups go through the office? <i>Note: This is a key item for the conference vision committee.</i>	Committee to re-constitute a Showcase Subcommittee which will be mandated to review guidelines, criteria and process for showcase selections.
C	ACTION: KFM to re-circulate the talking points re: Conference Location 2008 – 2010.	
O	ACTION: PPG committee to investigate the creation of a policy re: tendering process	ACTION: PPG committee to investigate the creation of a policy re: tendering process
	++++ <u>Outstanding Action items from June 2nd Minutes</u>	ABM – let Erin know which festivals they'd like to attend.
O	(O & moving to next year) ABM – let Erin know which festivals they'd like to attend.	(O) Erin to ask Julie to clarify the process of choosing honorary life members. Report back to Board.
IP	(O) Erin to e-mail a small number of EDs re: which date works for them re: paying for registrations	
O	(O) Erin to ask Julie to clarify the process of choosing honorary life members (Mark Palumbo, Magoo & Paul Klein) Report back to Board.	(O) PPG – to address lack of process in choosing honorary life members;
O	(O) PPG – to address lack of process in choosing honorary life members;	ACTION ITEM: PPG Committee to review which policies should be posted to the Web site;
O	ACTION ITEM: PPG Committee to review which policies should be posted to the Web site;	ACTION: ABM to seek out more doodles;
O	ACTION: ABM to seek out more doodles;	
C	ACTION ITEM: KFM – create pdf. copy of the B&S Handbook;	(O) Paul M to write a letter to Festival ADs, asking them to formalize the arrangement of making passes available to Board members, stressing our interest in having an OCFF presence – formal or informal – at our member festivals.
IP	ACTION ITEM: Post bylaws to the OCFF Web site;	
	++++ <u>Outstanding Action items from March 3rd Minutes</u>	
IP	(O) Paul M to write a letter to Festival ADs, asking them to formalize the arrangement of making passes available to Board members,	

	ITEM	ACTION
	<p>stressing our interest in having an OCFF presence – formal or informal – at our member festivals.</p>	
5.	<p>President’s Report</p>	<p>ACTION</p>
	<p>President’s Report (including Exec Committee activity updates)</p> <p>Welcome to returning and new members of the Board of Directors.</p> <p>Review of President’s 3 year strategic vision:</p> <p>YEAR ONE (05/06) ORIENTATION 06 Term Review of Bylaws and Board/Staff Handbook 06 Conference Board/Staff Handbook adopted (including approved Bylaw amendments)</p> <p>YEAR TWO (06/07) CLARITY 07 Term Review of Committees, Terms of Reference, and all programs & deliverables 07 Conference Handbook to include updated Board committees, programs and deliverables</p> <p>YEAR THREE (07/08) INPUT 08 Term Stakeholder Research (Town Hall forums, surveys, stats) 08 Conference Handbook available to membership as well as results of Stakeholder Research</p> <p>.....</p> <p>Review of past 2 years of activity:</p> <ul style="list-style-type: none"> • Clarification of the duties, responsibilities, operations and activity of a/the Board, • understand the governance needs and responsibilities, • established committees & define their activity and mandate (now listed in handbook), • reviewed and refined all the necessary and associated documentation, • comprehensive review and refinement of the Bylaws • review of the Board/Staff Handbook. • built capacity in order to engage membership in Stakeholder Research (Year 3) <p>The focus of last year’s Board activity centered on two aspects: 1) deficit reduction strategy, 2) comprehensive review of the OCFF’s Policy and Procedures manual (now in the Handbook).</p> <p>Standing Committees reminded that reporting formats have been developed for circulated in advance of each Board meeting. The Executive Summary will be included in Board Minutes in place of attaching comprehensive files.</p>	<p>ACTION: Aengus to send e-copy of President’s Report to all Board members</p> <p>ACTION: KFM to send Hill Strategies Report (from Web site) to all members (non-attending)</p>

ITEM	ACTION
	<p>All committees will also prepare a year-end report for the September meeting, to then be compiled into an Annual Report to Members to be presented at the AGM.</p> <p>Updates re: Executive Committee Activity on behalf of the Board since last Board meeting:</p> <p>.....</p> <ul style="list-style-type: none"> • approval and support for preliminary staff research into the legal and insurance issues related to all aspects of the music floors at the Conference • Staff notified that Conference Steering Committee will play an active role in the Conference debrief, and lead on the direction, vision and refinement of the 2008 (and future) conference(s). In office Conference Manager be a member of this C.S. Committee. • Thank You letters to be sent from Office to all Silent Auction contributors • Exhibition Hall survey designed for distribution to Exhibit Hall exhibitors <p>.....</p> <p>Stakeholder Research conceptual plan is threefold:</p> <ol style="list-style-type: none"> 1) Internal (Board led) survey of members re: all aspects of OCFF org. 2) Board facilitated Town Hall forums throughout Ontario (potentially 4 or 5) 3) External (Hill Strategies) survey of members re: economic and social impact <p>The internal Stakeholder Research is designed to engage membership and inform the Board related to the members' perceptions, concerns, and needs.</p> <p>The plan is to generate a comprehensive organization survey for membership input. This will be presented using "Survey Monkey", enabling the generation of statistical reports. Committee required to consider questions and use questions from the OCFF Feedback session at conference as reference (members identified questions they would like to have the opportunity to address in such a survey).</p> <p>The Town Hall forums are designed to be a facilitated session with a consistent format in each community, a planned "Chart" and guided exercise approach to soliciting input, with a tangible report to be generated from the comprehensive tour.</p> <p>The external research is designed to acquire information that will assist, inform, and empower the OCFF (and members) to further their awareness of their social and economic impact and to aid all in advocacy (*OCFF office secured Trillium grant that specifically targets #2 of the Stakeholder Research committee thought the hiring of Hill Strategies Research to study the impact of folk festivals. Hill Strategies has worked on the Arts Research Monitor and with "Statistical Insights on the Arts" publications.</p>

	ITEM	ACTION
	<p><u>Outstanding BOARD items for future review</u></p> <p>Review logistics of Federal Charitable Status – (Governance) OCFE is currently a not-for-profit.</p> <p>Review of options re: Directors & Officers (D&O) Insurance</p> <p>Review of: The Objects of incorporation, all OCFE programs and deliverables in relation to the Objects, the current Mission and Vision of the organization.</p> <p>a reminder that this, and all future Boards, should conduct an annual review and reality check of the Deliverables' relevance related to ongoing membership input, the Mission and Vision, and the Objects of Incorporation.</p> <p>.....</p> <p>Ellen – suggested that the Stakeholder Research committee meet to clarify the tasks ahead, especially the town hall concept.</p> <p>Dan – how will the internal survey be done? (Explanation given of how survey monkey works.)</p> <p>Motion to Accept President's Report Moved by: KFM Seconded by: Candace Motion carried</p>	
6.	Executive Director's Report	
	<ul style="list-style-type: none"> - D&O insurance upgraded; - Economic impact study w/ Kelly Hill underway; - Letter from DM of PCH indicating APC contribution will be \$45k; - OMDC final report closed, paid out; - Memphis Folk and Roots Showcase in production; - Brochure, winter folk prints, sfth and showcase app's: in production; - Conference report (45 pages) includes complete information from: GM, international program, tech coordinator, volunteer coordinator, and youth and community outreach coordinator; 	<p>ACTION: Stakeholder Research Committee: Are our members interested in group insurance / benefits for all levels of members? Discuss whether this should be included as part of our stakeholder research.</p> <p>ACTION: PPG – update HR policy to reflect offering benefits to staff. Discuss whether benefits might be available to long-term part-time employees.</p> <p>ACTION: EB – Send KFM copy of p. 44</p>

	ITEM	ACTION
	<ul style="list-style-type: none"> - Membership report includes: <ul style="list-style-type: none"> o 12 new OCFF individual members o 3 new Partnership members o 1 new Organizational member o 1 new lifetime member (Ariel Rogers) - New festival members include: <ul style="list-style-type: none"> o Ashkenaz, Toronto o Indiafest, London o Fergus Scottish Festival and Highland Games, Fergus o Amherst Island Folk Festival, Amherst Island (tbc) - Attended an OAC strategic planning workshop and advocated for increases to operating funding grants and stronger equality across the sectors in terms of historic funding patterns; - The OCFF presented the “Pushing the Boundaries” award at the CFMA’s; - Partnership w/ Ottawa Festivals has resulted in the development and implementation of a new employee benefits program; - Special “member only” rates have been negotiated for OCFF members with Folk Alliance, CMW and NXNE; - The OCFF is a partner on the pan-Canadian “Canadian Presence” in Memphis, 2008 working with the Atlanta Consul General and multiple industry associations from across the country; <p>DAN: What is the percentage increase of paid registrations? 424 paid in 2006; 408 in 2007</p> <p>Peter: Can ED provide OT accrued as part of her quarterly report? Can she also include all staff OT in her quarterly reports?</p> <p>Arlene Bishop, former co-chair of the Fundraising Committee reported a balance of \$181. in our PayPal account, the result of the Folk-a-doodle-do auctions.</p> <p>Motion to Accept ED’s Report</p> <p>Moved by: Candance</p>	<p>ACTION: KFM - Add this page to the copy of the Executive Director’s Conference Report</p> <p>ACTION: PPG to address issue of quorum at AGM before the next conference. Possible to do an ‘online AGM’ and ask for a vote on changing Quorum number.</p> <p>ACTION: ED to provide OT information (ED’s and staff) as part of her quarterly report</p> <p>ACTION: Item for Fundraising Committee re: whether FADD is a good vehicle; whether the effort equals the return; whether it’s something that simply needs more marketing to be successful.</p>

	ITEM	ACTION
	<p>Seconded by: Jan</p> <p>Discussion: Peter – very impressed with ED’s work and excellent report writing. Aengus adds thanks for the ED’s professionalism and confidence;</p> <p>Motion Carried</p>	
7.	<p>Treasurer’s Report</p>	
	<p>Peter MacDonald reviewed the role of the Treasurer, and all Directors, with regard to the OCFF finances, as found in the OCFF Bylaws.</p> <p>The integration of the accounting systems (from budgeting through reporting, all within Quickbooks PRO) has gone very well over the past year or so. The transition from Hreljac & Associated to the new auditors, Welch & Co., will likely highlight the need for some tweaking, but that is normal during a transition to new financial services suppliers.</p> <p>Over the past year, the EC has adopted a policy that is now being implemented by staff – all funds over \$10,000.00 that will be “resting” for more than 30 days are to be moved to no-risk investment vehicles, like GICs. This is being done on a regular basis.</p> <p>Employee benefits are a few steps closer under the auspices of Ottawa Festivals, the umbrella group of Ottawa events of which the OCFF is a member.</p> <p>Directors’ and Officers’ (D&O) insurance has been updated to provide much better coverage. This was achieved by making full use of our broker’s skills and attention to detail. Thanks to Jennifer Fornelli for helping to keep us current and well-protected.</p> <p>As outlined in the ED Report, grant applications have been well-received by the respective agencies and departments. Our goals have been met in most cases and exceeded in others.</p> <p>An umbrella group to which the OCFF belongs is Ottawa Festivals. They offer several programs to members, like the HRSDC JCP program from which we get some of our staffing. One new initiative, along with the City of Ottawa, is a pair of funds that can help members in cases of short-term financial need or significant emergency situations. There was some discussion about the specifics of the payment formulae and our ability to remove ourselves from the program if we can no longer afford it, or need the principle back in our own coffers.</p>	<p>Action: KFM – Correct grammatical inaccuracy in the Treasurer section of the Bylaws.</p> <p>ACTION: KFM to send DRS documents to all (new?) Board members.</p>

ITEM	ACTION
<p>MOTION that the Board of the OCFF approve contributions to the Ottawa Festivals Emergency and Sustainability Fund Moved by Peter Seconded by Dennis</p> <p>Motion Carried</p> <p>The 2008 Budget document, as proposed by the ED, was distributed pre-meeting for review by all Directors. Discussion was held on various points.</p> <p>MOTION that the Board of the OCFF approve the 2008/2009 Budget as recommended by the ED Moved by Peter Seconded by Paul M</p> <p>It was noted that no committee chairs had submitted budgets related to any projects by their committees. All chairs were asked to submit budgets forthwith. Several requests related to format changes and revisions to line item reporting were made and would be incorporated by the ED.</p> <p>12:30 p.m. - Motion to adjourn until 1 p.m. moved by Peter; Meeting reconvened at 13:09</p> <p>President / ED thanks to the staff for arranging lunch & setting up the room for our meeting.</p> <p>Options for further consideration of this key document were reviewed and discussed. The Treasurer will distribute a revised budget for consideration by the EC and subsequent ratification by the Board at the next full Board meeting.</p> <p>Motion: To refer the proposed budget to the Executive Committee for review and revision and that the Executive Committee recommend a revised budget to the Board as a whole.</p> <p>Moved by Peter; Seconded by: Dan Carried</p> <p>The treasurer's goals for fiscal 2008 include: finding a new Treasurer for 2009 and beyond; delivering professional development to the Board at the next meeting; researching and, if appropriate, beginning to implement charitable status for the OCFF; finding better ways to accurately capture and present "in-kind" components of the budget and the real costs of program delivery and operational activities.</p> <p>Motion to Accept Treasurer's Report MOVED by: Jan SECONDED by Paul L</p>	<p>ACTION: Exec Committee to discuss scheduling a two-day meetings for the December 2008 meeting, to accommodate the level of explanation necessary for new Board members re: process, items under discussion, previous business, etc.)</p>

	ITEM	ACTION
	<p>Carried</p> <p>President thanks the Treasurer for his diligence; the ED for her collaboration with the Treasurer; to ABM for their attention to the financial process.</p>	
8.	<p>Committee Reports</p>	
	<p>Nominating Committee Paul Mills (Chair)</p> <p>Chair of this committee reports a much higher level of voting participation this year; believes the results are a more accurate reflection of membership's wishes.</p> <p>We will continue with this election method although a solution must be found re: the problem posed by the fact that the new Board members must be ratified at the AGM. There were problems this year with the timing of AGM; the lack of quorum at the Saturday morning breakfast, which necessitated an AGM at the Gala Dinner Saturday evening.</p> <p>Question raised: should the election results be published? What process is in place to break a tie? These questions must be resolved in committee.</p> <p>Motion to destroy the ballots from all previous Board elections; Moved by: Paul M Seconded by: Peter Motion carried</p> <p>Paul noted that he is willing to stay on as chair of the committee, but reminds all that ABM are members of the committee.</p> <p>Motion to Accept Nominating Committee Report Moved by: Paul L Seconded by: Dennis Motion carried</p>	<p>ACTION: Nominations committee should destroy the ballots from all previous elections.</p>
9.	<p>New Business</p>	
	<p>a) Folk Alliance Ballot Erin</p> <p>The OCFE has a vote for the BoD election of the North American Folk Alliance; they're voting a slate of six candidates for five Board members.</p> <p>MOTION that the President complete the ballot for the NAFA Election on behalf of the Board, as discussed with the Board.</p>	

	ITEM	ACTION
	<p>Moved by Paul M Seconded by Dennis Carried</p> <p>b) Board Primer Aengus</p> <p>As noted in the 'primer' sent by the President after the election of the new Board members, the President reiterated the fact that members are seen by the public as a representative of the OCFF and their voice can be interpreted as speaking on behalf of the OCFF. Reminds Directors to recognize the legality of your role, to remember their confidentiality agreement; and familiarize themselves with the 'code of conduct' as Board members.</p> <p>Extended, once again, his welcome to new Board members and spoke of how many members of the current Board benefited from the professional development sessions of January 2006, facilitated by Sam Baardman. Reminds all that we are a working, rather than a governing Board.</p> <p>There are ways of refining what we do. Tweaking the Board & Staff Handbook is part of that effort. One of the functions and format is the existence of the Executive Committee who acts on behalf of the Board when the Board isn't meeting. EC is Pres., VP, Sec & Treasurer;</p> <p>We have the option of electing a member-at-large; this is a natural way of bringing someone in and, if they'd like and were elected, could move up in the ranks of the Executive Committee.</p> <p>Peter clarified role of Past President as an ex-officio, non-voting member of the Executive Committee. And the fact that we could also invite someone to join the Executive from outside the Board.</p> <p>Discussion followed re: whether the member-at-large should always be a first year member.</p> <p>c) Election of the Executive Committee's Member-at-Large Aengus</p> <p>President asked for expressions of interest from Board members. Nicole Rochefort volunteered to be this term's member-at-large</p> <p><i>In the interest of time, the following items have been moved off the agenda and sent to the ExecComm;</i></p> <p>d) Scheduling of next year's December Board meeting</p> <p>e) Code of Conduct</p> <p>f) Conference photography</p> <p>g) Set Committees Aengus</p>	

	ITEM	ACTION
	<p>In the bylaws, we have ad-hoc committees which dissolve at the end of each term year. At next year's AGM, we would like to bring a motion before the membership that would create standing committees.</p> <p>MOTION to create standing committees, in addition to the Nominating Committee Moved by Aengus Finnan Seconded by Peter M</p> <p>The current ad hoc committees are (refer to list in Board & Staff Handbook);</p> <p>Recommendations to add :</p> <p>Fundraising Conference Steering Committee Sub-committees: Showcase, Youth, SFTH Communications PPG Estelle Klein</p> <p>Recommendation to create the following ad hoc committees Programming & Deliverables Committee Stakeholder Research Committee Initiatives and Diversity Committee Green Committee Working Group</p> <p>Motion to accept the recommendations re: the creation of standing and ad hoc committees, as detailed above, which would operate according to section 9.0.3 of the OCFF bylaws:</p> <p>Moved by KFM Seconded by Dennis Carried</p> <p>Standing Fundraising – Nicole - (Chair) Conference Steering Committee – Paul Mills / Dan (Co-Chairs) Showcase, Youth, SFTH Communications – Ellen (Chair), Richard & Dennis & Karen PPG – Chair - Dennis Estelle Klein – Paul L Nominating Committee – Jan (Chief Electoral Officer)</p> <p>Ad hoc Programming & Deliverables Committee – Paul L (Co-chair) Stakeholder Research Committee – Aengus Initiatives and Diversity Committee – Candace (Co-chair) Green Committee Working Group – (Co-chairs: Ellen & Candace) Suba</p> <p>AF: Conference Steering Committee is crucial. Lots of ideas, opportunities, logistics, staffing issues; budget questions – all goes into this committee. Authorship of the conference, big-picture visioning in context of mandate & vision of the organisation should be a Board priority.</p>	

	ITEM	ACTION
	<p>Notes that the General Manager/Conference Planner (staff) should be a member of the committee.</p> <p>Paul M: the conference is the biggest thing we do; renaming vision committee the steering committee; has to have vision, but there to be part of programming;</p> <p>Erin – important that committee works within certain parameters already established.</p> <p>EH – what are we already committed to, in terms of our next conference?</p> <p>Paul – what’s in place and immutable? What can the committee do? Hope the committee will eventually offer a vision that will improve the conference.</p> <p>EB – Important that the ED & Mgr program the conference; luckily, we were able to draw Dan Kershaw & Richard Davis into the process of programming for the 2007 Conference.</p> <p>Paul – must hit the ground running; get programming set. Research – will start by taking a look at survey results.</p> <p>AF – there are sub-committees associated with this CSC with a need for juries, etc.</p>	<p>ACTION: President to follow up with Richard Flohil and Suba Sankaran re: committee work and ‘assignments’.</p> <p>ACTION: All committees to revisit mandate and any associated policy & procedures</p> <p>ACTION: AF to send out ecopy of the mandates & report template to all Committee chairs</p> <p>ABM: Read bylaw section re: committees</p> <p>ACTION: Paul to communicate email protocol with name of committee in the subject line.</p>
10.	Review of future meetings	
	<p>Saturday, March 1st (Grafton) 10:00 am– 3:30 pm 10:00 gather 10:30 – 12:30 Board Meeting 12:30 – 1:30 Lunch 1:30 – 3:30 p.m. Committee Meetings</p>	

	ITEM	ACTION
	<p>Sunday, March 2nd Professional development training re: finance</p> <p>Sunday, June 1st (Teleconference) 10:00 a.m. – Noon</p> <p>Wednesday, October 1st (Teleconference) 8:00 – 10:00 p.m.</p> <p>Friday, October 24 @ the Conference – Ottawa 6:45 – 8:45 p.m.</p> <p>AGM - Saturday, October 25 @ the Conference – Ottawa 9:30 – 11:00 a.m.</p> <p>Next Meeting: The next meeting of the OCFB Board will be held: Saturday, March 1st (Grafton), 10:00 am– 3:30 pm</p>	
11.	Future Agenda Items	
12.	Adjournment	
	<p>MOTION to adjourn – KFM Moved by: KFM Meeting ends: 4:06</p>	

Submitted by: Karen Flanagan McCarthy

Date: 4 December 2007