

# OCFF Board Meeting

# MINUTES

**Date:** Sunday, 14 January 2007  
**Start / Finish Time:** 10:02  
**Location:** Bhatia Music

**PRESENT:** Paul L, Lloyd, Karen, Jory, Ellen, Arlene, Laura, Jowi, Paul M, Peter, Aengus

**BY TELECONFERENCE:** Dennis

**REGRETS RECEIVED:** Suba Sankaran

		<b>ACTION</b>
<b>1.</b>	<b>Welcome, Approval of Agenda</b>	
	<p>Aengus welcomes all to this meeting, an additional meeting to the four annual meetings required by our bylaws.</p> <p>We have quorum; no conflicts recorded.</p> <p><b>MOTION</b> to adopt Agenda was <b>MOVED</b> by Jori; <b>SECONDED</b> by Paul Mills; <b>PASSED</b> unanimously</p> <p>Housekeeping: Confidentiality agreement signed by Paul Mills, the last of the Board members to do so; KFM circulated the Board contact list, asking that all members provide expanded information.</p>	<p><b>KFM</b> to ask staff for hard copies of confidentiality agreement, which she'll keep on file.</p> <p><b>KFM</b> to distribute updated contact sheet to all Board members and provide a copy to the ED.</p>
<b>2.</b>	<b>Adoption of Minutes</b>	
	<p><b>MOTION</b> to adopt the Minutes from the 2 December 2006 meeting was <b>MOVED</b> by Arlene <b>SECONDED</b> by Lloyd;</p> <p><b>KFM</b> thanked Peter for the reduction of the notes to minutes;</p> <p><b>PASSED</b> unanimously.</p>	
<b>3.</b>	<b>Status Report of Action Items From Minutes of 2 December Board Meeting</b>	
	<p><b>C – Complete</b> <b>IP – In progress</b> <b>O – Outstanding</b></p>	

		<b>ACTION</b>
	<p><b>C - KFM</b> –ensure all Directors have signed/sent in hard copy of confidentiality agreement</p> <p><b>C - Lloyd</b> – review current wording of confidentiality agreement - submit suggested changes to Executive Committee for discussion at a future meeting of the Board <b>(No changes suggested)</b></p> <p><b>C - KFM &amp; Jowi</b> - draft description of Stakeholder Research committee and set objectives <b>(With thanks to Aengus)</b></p> <p><b>C - Erin / staff</b> - Summary of comments from 2006 Conference</p> <p><b>C - Paul L</b> - ask staff about distribution of Estelle Klein Award submission forms</p> <p><b>C - Paul L</b> - guidelines re: showcase selection criteria, process and procedures ready for discussion</p> <p><b>C - Aengus</b> - to follow up with Paul re: his nomination as Chair of Director Nomination Committee <b>(Subsequent decision to roll the Director Nomination Committee into the Personnel, Policy and Governance Committee)</b></p> <p><b>C - Arlene &amp; Suba</b> - talk with Erin; review mandate; juror &amp; showcase selection process</p> <p><b>C - KFM</b> – with Ellen, Jowi, Dennis draft description/objectives of communications committee</p> <p><b>C - Aengus</b> - approach Paul Mills re: accepting his acclamation as Member-at-Large on Exec</p> <p><b>C - KFM</b> - send 'prompt' e-mail to all Board members re updating comprehensive contact list</p> <p><b>C - KFM</b> - send the IED report to full board</p>	<p><b>IP - Paul L</b> - review Programming Guide – identify potential changes, redefinition</p> <p><b>IP - Jory</b> - draft SFTH Award procedures document</p> <p><b>IP - Paul L</b> - contact Festivals and Conference Vision Committee for ideas re: more youth delegates and youth showcases. Investigate amendment of selection process</p> <p><b>O - Aengus</b> - approach D. Warren re: joining Policy/Procedure/Governance committee</p> <p><b>O - Aengus</b> - contact D. Warren re: legal definition of 'shall', as per filling board vacancies</p> <p><b>O - Jowi</b> - provide written description of Initiatives &amp; Diversity committee, procedures, etc.</p>
4.	<p><b>President's Report (NB: For further detail, refer to updated President's report, distributed to ED and Full Board with these minutes)</b></p>	
	<p>Discussion re: the activities of the Executive Committee; presentation of the motions that have been passed by the EC since the 2<sup>nd</sup> December meeting.</p> <p>Discussion re: signing of documents – believes one member of EC and a member of the staff should sign all financial documents; AF points out that Motion #2 confirms the status quo. Most grants need to be signed off by President or a member of the EC; More discussion promised under Treasurer's report;</p> <p>Review of Board Activity (The Big Picture) over the next two years;</p>	<p><b>Aengus</b> to add motions #6 (increase of SFTH fees) and #7 (increase of official showcase fees) to the President's report;</p> <p><b>KFM</b> to send out updated copy of the President's Report</p>

		<b>ACTION</b>
	<p>From Orientation to Clarity to Input.</p> <p>Stakeholder Research – the deliverables could change;</p> <p>Maplepost – an updated clarification will be posted to our Web site</p> <p>SFTH / Showcase Applications to be reviewed by the full Board; Important to establish a ‘master calendar” so that we’re not always pushed by print deadlines. Thanks to the staff for accommodating EC’s desire to review these nomination forms before being sent to printers.</p> <p>Conference Programmer’s report accepted; nothing to add to that contractor’s report, but a review of the conference programmer’s role, to be done by Conference Vision committee;</p> <p><b>MOTION</b> to Accept the President’s Report  <b>MOVED by Jori</b>  <b>SECONDED</b> by Paul Mills  <b>PASSED</b> Unanimously</p>	<p><b>ED</b> to draft a description of MaplePost for posting to our Web site;</p> <p><b>Conference Vision Committee</b> to review the role of the conference programmer.</p>
<b>5.</b>	<b>Treasurer’s Report</b>	
	<p>Peter reported that the ED is on track with the Deficit Reduction Plan (DRP). Erin continues to follow it closely and to date, services have been maintained to existing standards.</p> <p>Peter then pointed out that in adopting the DRP, we did not allow a mechanism to deviate from it, while remaining within the financial goals of it. This effectively shackles the ED in ways that were not intended. Discussion ensued about a particular example - the sending of the OCFE exhibit booth to the Memphis FA Conference.</p> <p><b>MOTION</b> that the Board give the Treasurer discretion to approve proposed changes to the DRP to suit operational requirements</p> <p><b>MOVED BY</b> Peter  <b>SECONDED</b> by Arlene  <b>PASSED</b> unanimously</p> <p>A three-year budget has been submitted by the ED for Board review and will be further reviewed by the EC to allow for its use in the interim until it can be fully reviewed and adopted at the next Board meeting.</p> <p>The line of credit has been approved. We have a credit of 25K though only 15K is really available, as we have to keep 10K in the GIC.</p> <p>Various signing authorities were explained: corporate authority, banking authority. Banking authority is ED, General Manager and Treasurer. Peter does not believe that a Board Member needs to sign every cheque for day-to-day expenditures, so long as they are</p>	

		<b>ACTION</b>
	<p>within the approved budget. During discussion, a suggestion was made that cheques over a certain amount of money be co-signed by a Board Member, or that "new money" outside the set budget be co-signed by a Board member. These items to be tabled at the Finance Committee for further review and subsequent proposals.</p> <p><b>MOTION</b> to accept Treasurer's Report  <b>MOVED</b> by Peter  <b>SECONDED</b> by Arlene  <b>PASSED</b> Unanimously</p>	
<b>6</b>	<b>Executive Director Report</b>	
	<p>No formal report tabled by the ED, as this is a meeting additional to the four required by our Bylaws;</p> <p>Budget, Revised DRP &amp; draft contract submitted by ED</p> <p>ED sent EC a report re: the new ED contract, to replace the temporary contract under which she has been working. Intended to be role-specific, rather than person-specific.</p> <p>She's provided some 'talking points' around the role of the ED that the EC will review, discuss with her and bring to the full Board for input.</p> <p>AF suggests that the PPG committee review the draft contract, then submit their recommendations to the EC for approval. The draft contract will then be distributed to the full board for ratification.</p> <p>DL suggests that this is a good way of ensuring that the job description, contract and handbook all jive.</p> <p>AF makes the point that this will have to move fairly quickly – three week time frame.</p>	
<b>7</b>	<b>Committee Reports</b>	
	<p><b>OMNIBUS MOTION:</b>  <b>MOVED</b> by Peter MacDonald,  <b>SECONDED</b> by Jowi that all written committee reports submitted prior to this meeting be accepted as submitted, subject to further discussion at the committee level.  <b>PASSED</b> unanimously</p> <p><b>Outstanding reports:</b>  Programming and Deliverables  Conference Vision  Initiatives and Diversity</p> <p>Peter M asks whether non-Board members should be allowed to join a committee to share their expertise. Jowi points out that not all information should be necessarily shared with all members of the committee; Peter M asks whether all members of the committee</p>	

		<b>ACTION</b>
	<p>(non-Board) should also be expected to sign the confidentiality agreement.</p> <p><b>MOTION</b> that any non-Board member invited to join any of the working committees be a member of the OCFF and that they then be required to should sign the confidentiality agreement.</p> <p><b>MOVED BY</b> Lloyd;  <b>SECONDED</b> by Laura Bird;  <b>PASSED</b> unanimously.</p>	
<b>8</b>	<b>New Business</b>	
	<p><b>#1) Proposed Festival Committee:</b>  Lloyd believes that the organization is moving in a direction that takes it away from its original focus on festivals. Suggest a liaison committee that could assist people wanting to start a festival or support an existing festival would be valuable.</p> <p>Discussion re: the enormous amount of work before us with already-established committees and whether this is the best time to establish another committee. Suggestion made that the AD Retreat already exists as a support for festivals;</p> <p>Several members of the Board expressed support for the idea of a Festival Committee.</p> <p><b>MOTION</b> to strike Festival Committee  <b>MOVED</b> by Lloyd; seconded by Paul L;  <b>PASSED</b> unanimously;</p> <p>Chair – LG; Paul will be a member;</p> <p><b>New Business #2</b>  <b>Town Hall Meetings</b>  Aengus presented the concept of holding Town Hall meetings as part of our Stakeholder Research.</p> <p>Agreed that this was an idea worth pursuing.</p> <p><b>New Business #3</b>  <b>Citizenship Requirement</b>  Following ED's request of Directors for proof of Canadian citizenship, KFM raised question of whether all directors <b>have to be</b> Canadians.</p> <p>Discussion followed; agreement in principle that the question re: citizenship might be either on the nomination form or part of pre-election discussion with possible candidates.</p> <p>Paul Mills &amp; Lloyd volunteered to join the PPG committee</p>	<p><b>Lloyd</b> will chair the committee. He will draft a description of the committee and a list of its objectives by the next Board meeting</p> <p><b>KFM / Aengus</b> to move forward with this idea as part of the Stakeholder Research Committee work.</p> <p><b>PPG Committee</b> to review how the question of citizenship will be addressed with possible candidates.</p>

		<b>ACTION</b>
<b>9</b>	<b>Review of meetings to be scheduled</b>  <b>Next Meeting:</b> The next meeting of the OCFF Board will be held: Saturday, 3 March 2007 Location: Teleconference	
<b>10</b>	<b>Adjournment</b>	
	<b>MOTION</b> to adjourn at noon <b>MOVED</b> by KFMc	

**Notes from Committee Meeting**  
**12:45 Start time**

**Attending:** Jory Nash, Ellen Hamilton, Jowi Taylor, Paul Mills, Peter MacDonald, Aengus Finnán, Arlene Bishop, Karen Flanagan McCarthy

	<b>Committee</b>	<b>Action Items</b>
<b>1</b>	<b>Finance Committee</b> <b>Chair: Peter MacDonald</b>	
	<b>MOTION</b> That the mandate of the Finance Committee be accepted as:  “Support the Treasurer in the completion of her/his duties by helping to create and maintain financial policies for the OCFF.”  <b>Moved:</b> Peter MacDonald, Finance Committee Chair <b>Seconded:</b> Paul M <b>Passed:</b> Unanimously	<b>Peter</b> to search out Finance Committee members from within the larger OCFF membership
<b>2</b>	<b>Revenue &amp; Fundraising</b> <b>Chairs:</b> <b>Arlene Bishop &amp; Dennis Landry</b>	
	Arlene tabled the R&F report that included a list of fundraising possibilities.	<b>Arlene &amp; Dennis</b> to write committee’s mandate, and seek input from Erin Benjamin and other

	<p><b>MOTION:</b> To accept this report and act in a timely fashion</p> <p><b>Moved:</b> Arlene <b>Seconded:</b> Dennis <b>Passed:</b> Unanimously</p>	<p>members of the committee re: which ideas we should try to implement soonest.</p>
<b>3</b>	<p><b>Stakeholder Research</b> <b>Chair: Karen Flanagan McCarthy</b></p>	
	<p><b>MOTION:</b> That the mandate of the Stakeholder Research Committee be accepted as “To investigate the modes and means of surveying membership.”</p> <p><b>Moved:</b> Peter <b>Seconded:</b> Jory; <b>Passed:</b> Unanimously</p>	<p><b>Jowi</b>, as committee member, to investigate possibility of obtaining a grant that would allow us to hire a firm to do survey.</p> <p><b>KFM</b>, as committee chair, to communicate with the committee members by e-mail to discuss recommendations of the report tabled, including the possibility of holding a series of Town Hall forums.</p>
<b>4</b>	<p><b>Conference Vision Committee</b> <b>Co-chairs: Jory Nash &amp; Jowi Taylor</b> <b>Member: Ellen Hamilton</b></p>	
	<p><b>MOTION:</b> To adopt the following as the mandate of the Conference Vision Committee: “To work with staff and other interested parties to develop concepts and a vision around the 2007 conference and conferences beyond.”</p> <p><b>Moved:</b> Paul M <b>Seconded:</b> Arlene <b>Passed:</b> Unanimously</p>	
<b>5</b>	<p><b>Communications</b> <b>Co-chairs : Jowi &amp; KFM</b> <b>Members : Paul Mills; Ellen Hamilton; Dennis Landry</b></p>	
	<p>Mandate, as written in original committee report, revised after discussion with board members.</p> <p><b>MOTION:</b> To adopt the revised mandate of the Communications Committee, which reads as follows: The role of the Communications Committee is to facilitate positive, cohesive,</p>	<p><b>KFM</b> to contact Members of the committee to discuss proposed objectives and</p>

	<p>effective communication between OCFF staff, its Board of Directors, OCFF members and stakeholders.</p> <p><b>Moved:</b> KFM  <b>Seconded:</b> Paul Mills  <b>Passed:</b> Unanimously</p>	<p>activities cited in Committee report circulated prior to this meeting.</p>
6	<p><b>Personnel, Policy &amp; Governance</b>  <b>Co-Chairs: Dennis Landry</b>  <b>Peter MacDonald</b></p>	
	<p><b>MOTION:</b>  That the nominating committee be absorbed by the PPG committee as a subcommittee.</p> <p><b>Moved:</b> Paul M  <b>Seconded:</b> Peter M.  <b>Passed:</b> Unanimously;</p> <p><b>MOTION:</b>  That the Mandate of the PPG be accepted:</p> <p>Mandate: The PP&amp;G Committee will support the Board of Directors in:</p> <ul style="list-style-type: none"> <li>a. All matters related to policy development and implementation with an emphasis on the ongoing development of and updates to the OCFF Board and Staff Handbook.</li> <li>b. Personnel matters with an emphasis on the Board's relationship to the Executive Director.</li> <li>c. Governance matters with an emphasis on the proper implementation of the OCFF Bylaws.</li> </ul> <p><b>Moved:</b> Peter  <b>Seconded:</b> Jory  <b>Passed:</b> Unanimously</p>	
7	<p><b>Initiatives and Diversity</b>  <b>Chair: Jowi Taylor</b>  <b>Members: Suba Sankaran</b>  <b>Ellen Hamilton</b></p>	
		<p><b>Jowi, Suba and Ellen</b> will return to the Board with a committee mandate, goals and objectives.</p>
8	<p><b>Art Beat</b>  <b>Chair: Aengus Finnan</b></p> <p><b>MOTION:</b>  To accept the Art Beat committee report</p>	

	<p><b>Moved:</b> Aengus  <b>Seconded:</b> Karen  <b>Passed:</b> Unanimously</p>	
9	<p><b>Showcase Committee</b>  <b>Co-chairs: Arlene Bishop</b>  <b>Suba Sankaran</b></p> <p><b>MOTION:</b>  Create a new Showcase category: Spoken Word and add it to the Showcase 07 Brochure</p> <p><b>Moved:</b> Arlene  <b>Seconded:</b> Jory  <b>Passed:</b> Unanimously</p> <p><b>MOTION:</b>  Create new Showcase slots as follows:</p> <ol style="list-style-type: none"> <li>1. Totally Acoustic Busking Showcase performance slots in the Exhibit Hall,</li> <li>2. Opening and closing acts for the Estelle Klein award winner interview.</li> <li>3. Spoken Word Showcase performance slots between daytime panel presentations.</li> </ol> <p><b>Moved:</b> Arlene  <b>Seconded:</b> Jory  <b>Passed:</b> Unanimously</p>	

**Submitted by: Karen Flanagan McCarthy      Date: 8 February 2007**