

**OCFF Board Meeting
Wednesday, October 8th, 2008
Start: 8:00 – 10:50 p.m.
Location: Teleconference**

PRESENT: Jennifer Fornelli (GM); Aengus Finnan, Karen Flanagan McCarthy; Paul Mills, Ellen Hamilton, Candace Shaw; Dan Kershaw; Paul Loewenberg; Nicole Rochefort, Dennis Landry; Richard Flohil;

REGRETS RECEIVED: Suba Sankaran; Jan Vanderhorst

* ED-Designate Peter MacDonald joined the meeting at 8:26 p.m.

1) Approval of Agenda, Welcome, Regrets, Timekeeper, Conflict of Interest

The motion to approve the agenda moved by: Paul Mills
Seconded: Candace
Motion Carried

2) Approval of Minutes from 1 June 2008 Board Meeting

Moved by: Karen
Seconded: Richard Flohil
Motion Carried

Actions arising from the minutes

ACTION: Jennifer to post 1st June minutes to the OCFF's Internet site.

3) President's Report

1. Update: ED Hiring

AF thanked the Board for their involvement in the process, specifically Paul M. as Chair of the Search Committee; as well as members of the Search & Hiring Committees. Thanks were also extended to Jennifer Fornelli and her staff for input throughout the entire 9 month process, and for their work and patience.

AF reiterated the intensity of the hiring process, and level of interview scrutiny by which the Hiring Committee arrived at its ultimate decision. AF reflected on the unanimous Board approval and thanks all for their engagement and support of the Hiring Committee and Executive Committee recommendations.

Peter MacDonald will commence work Nov 3rd, though will be in attendance at the conference. The media and public announcement to be made Monday, October 20th, after the membership is informed.

AF expressed that due process was followed regarding Peters removal from Board activity in order to apply for the job, and that the Executive accepted his formal resignation in order to accept the position.

Conflict of Interest issues have also been dealt with as part of the contract and Peter is appropriately terminating and wrapping up all such contract through his own company Nutshell Music Inc, in relation to OCFF members.

* ED-Designate Peter MacDonald joined the meeting at 8:26 p.m.

At that point, AF formally presented ED-Designate Peter MacDonald to the Board.

Presentation of President's Report

Aengus reviewed what we have worked on for three years to build a stable foundation for the OCFF.

Review of 3 year strategic vision:

YEAR ONE (05/06) ORIENTATION

Board reviewed Bylaws and revised Board/Staff Handbook adopted

YEAR TWO (06/07) CLARITY

Board reviewed all of the Committees, Terms of Reference, and Policies

YEAR THREE (07/08) INPUT

Of note, many items this year were challenged by the extensive duties required of the Board in relation to the absence of an ED for 9 months. External Phase of Stakeholder Research conducted. Board & Staff Handbook prepared for Membership access (with some protected information removed from the 'public' version posted online – the public not necessarily being members). Intention is to provide a first Annual Report at the conference. Internal "OCFF" Stakeholder Research still to be conducted to inform new Board and ED draft of a strategic vision for the next 3-5-10 years. Review of Programs & Deliverables still outstanding.

Review of Programs & Deliverables is the priority issue for 08/09 and should not be restricted to one committee but rather become a full Board area of focus, in concert with the new ED.

A reminder that the membership approved motions (via online summer voting with highest voter engagement to date) to adjust the calculation of quorum at general meetings, and adjustments to the eligibility to stand for election.

Committee Chairs asked to submit a year-end summary to AF & KFM by Oct 17.

Beyond the many meetings re: Search & Hiring (ED), the EC has been meeting on a regular basis.

Executive Committee updates since last meeting:

- A CBC Support letter re: the Heritage Standing Committee Hearings was drafted by Paul Mills. Revised by Aengus, and approved by the EC.
- Discussion and decisions made regarding process for third round of ED search and interview process.

- Advertising in Folk Prints and sponsorship quota discussed regarding external consultant. Increases in prices and expected return were approved by the EC and, in turn, the Board. Sales sheets were developed to support these initiatives. Approval was granted to convert the Fall issue of Folk Prints to a “conference program”
- Decision approved that the Estelle Klein Award winner now be featured on the Conference Issue cover of FP rather than the summer issue.
- The EC approved the overtime reports of the 1st & 2nd Quarter with the President’s review of staff OT with Treasurer to discuss financial implications, before approval.
- The EC discussed the timing of any OCFF announcement, and the importance of the Executive Committee & staff coordinating with the communications committee.

Of note: due to ED search commitments and ED level Board support, no OCFF response to arts funding cuts has been issued yet. AF and PM are drafting an advocacy letter to all political party leaders, outlining our stand on the cuts, emphasis on what programs like Trade Routes have meant to OCFF.

Staff & Board do receive correspondence from the membership – President has been responding to all to address certain misconceptions – chief among them, a lack of membership understanding and appreciation for the due diligence of the Board, the level of activity, the genuine “common good” intention of all decisions, and the extensive new and direct outreach being made to engage members, specifically Boards of Festival.

Outstanding BOARD items for future review

Review logistics of Federal Charitable Status – (Governance) OCFF is currently a not-for-profit

Review of options re: Directors & Officers (D&O) Insurance

Review of: The Objects of Incorporation; all OCFF Programs and Deliverables, in relation to the Objects of Incorporation, the current Mission and Vision of the organization.

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Moved by Richard to accept the President’s report
Second: Paul L
Motion carried

4) GM’s Report

The OCFF staff has been working on the organization’s deliverables mostly all components related to the conference e.g., finalizing the conference program, inviting panelists, working on an international buyers program, banners for festivals, green initiatives, Art Beat, registering delegates, volunteers, etc.

Our annual audit has been successfully completed.

OMDC has approved our request for \$10,000 to go towards our International Buyers Program. OAC funds were received for \$47,500 and increase of \$3,500 over last year. The second installment of our Trillium Grant was received \$35,000.

Bullfrog Power and Music Manufacturing Services are the newest sponsors, thanks to Ellen Hamilton, to support the OCFF conference.

The long awaited new website is now up and running and has been met with an overwhelming positive response.

The motion to accept the GM’s Report moved by: Candace

Seconded: Ellen

Motion Carried

5) Treasurer’s Report

All activity with the Treasurer has been focused on maintenance, which has included the monthly reconciliation review, miscellaneous discussion and direction to GM Jennifer Fornelli. The OCFF's first audit was conducted during this time period, and appears to have confirmed surplus projections in the 2008/09 budget.

All in all, the current situation seems to be satisfactory. The introduction of the new ED will be welcome and will help with respect to introduction of a number of changes/suggestions from the treasurer re: financial practices.

Thanks especially, to Jennifer for her great work and her patience; to Ellen Hamilton, whose work with the Green Committee, has brought revenue to the organization.

(O) Action: DL & PMac to create a 'lessons learned' document that details the Deficit Reduction Strategy.

(O) ACTION – KFM to enter this process re: ED & budget in the B&S Handbook.

The Motion to accept the Treasurer’s Report Moved by: Ellen

Seconded: Paul Mills

Ellen asked a question re: how committees can flag budget requests prior to setting the new budget. DL answered that the first priority will be getting a sense of just where we are; secondly, will want to put in place a process so that committees can request funds for their activities – or saving money for the organization.

Motion Carried

6) Committee reports

Standing Committees

Board Nominating (sub-committee of PPG Committee)

Jan Vanderhorst, Chair

As a result of the Call for Nominations, Board member suggestions

and nominations, we have a slate of 6 candidates to run in this Fall's election.

The candidates are: Heather Dale; Dan Greenwood; Tamara Kater; Nathan Lawr; Larry LeBlanc; Glen McNeil

JV, Chair of this committee, was not at this meeting. AF stressed the fact that Board oversight of polling station is necessary at all time.

Communications

Ellen Hamilton, Chair

During this period, the OCFF Communications Committee developed and refined procedures for major announcements and recommended standardized style guides for all public communications during this period. This procedure has been added to the Board & Staff Handbook.

A recommendation has been drafted to ensure Folk Prints has, at all times, an editor.

The Committee also recommended to the Executive (and it was passed) that Folk Prints be reduced from 4 to 3 annual releases. **NB: the request was made to defer action on this recommendation until the new ED & staff can offer input on this issue.**

Following the communications committee report on revising the OCFF website, the Committee advised and consulted with staff towards the new updated website. The chairperson of the Committee reviews all major public announcements.

Conference Steering Committee (Youth/Showcase/SFTH)

Paul Mills / Dan Kershaw, Co-chairs

The Conference Steering Committee is responsible for all aspects of the OCFF's annual conference including scheduling, venue selection, programming, theme, shape and overall vision. The committee works closely with staff in this decision-making.

With the establishment of the Conference Steering Committee, this is the first time the Board has engaged to this degree, with the staff, in planning the Conference.

Since the last report, the committee has met four times and has made significant progress in programming the 2008 conference. Panel and workshop topics have been finalized and resource leaders identified. The keynote speaker (Elijah Wald) and panelists for the various workshops and discussion panels have been identified. The Admin stream for festivals has been designed and populated with facilitators. The festival tables in the exhibit hall are half-filled only

due to lack of response from member festivals. The festival banners are progressing well.

Estelle Klein Award

Paul Loewenberg, Chair

No report tabled.

Paul L is coordinating a video presentation for Bernie Finkelstein the EKA winner. Richard doing the invu with Bernie Finkelstein Sunday a.m. Will coordinate with the communications committee.

Fundraising

Nicole Rochefort, Chair

ACTION: NR to contact Arlene Bishop re: closing down eBay account and collecting money from PayPal account.

ACTION: NR to discuss Stan Rogers item with Paul Mills;

The fundraising committee has worked extensively over the past months to acquire a variety of items for the annual OCFF Silent Auction.

This year, we have a wide assortment of donated items in the auction. Many items are music-related; however, we have been able to acquire artwork (paintings, photographs & pottery), travel items, home products and health products to add to this year's auction. We have offered all donors the opportunity to be recognized by introducing 8x11 ads that will be displayed by the donor's auction item for the duration of the conference.

In addition, the Winter edition of Folk Prints will pay tribute & thanks to all those who donated to the auction, as well as an update on the funds raised.

The Fundraising Committee would like to recommend that all unsold items from the auction be available for sale (via auction) through eBay or the OCFF website.

The committee is interested in year-long fundraising programs and initiatives.

Personnel/Policy/Governance

Dennis Landry/Peter MacDonald, Co-chairs

This last quarter comprised a period of transition, review and compilation of the work done in the past six months. The PP&G file was transferred from Dennis Landry to Peter MacDonald, meetings were held and the gathered data, including input from Staff, was compiled to update the Board and Staff Handbook for the October,

2008 version of same.

Several items remain for consideration by the next iteration of the PP&G committee: tendering/procurement process is chief among these.

(O) ACTION: PPG committee to investigate the creation of a policy re: tendering process

(O) ACTION: PPG Committee to establish process in choosing honorary life members.

(O) ACTION: PPG Committee to review which policies should be posted to the Web site;

(O) ACTION: Review by the PPG re: establishing EC positions as two-year positions.

(D) ACTION: PPG Committee – write & circulate a draft motion to change the bylaw to ensure that meeting quorum is met at AGMs

Showcase

Suba Sankaran, Chair

No report tabled.

Ad Hoc Committees

Green Committee

Ellen Hamilton, Chair

During this period, the Green Committee continued to recommend to the Board ways of making the 2008 conference more sustainable. Activities included developing a green resource page for the newly revised website, refining guidelines for poster and developing public awareness about the green initiatives.

Work continued on a developing and seeing through a waste-free artist promotion pilot project, 'Flash Your Folk' that included raising funds to purchase bamboo flash drives that can be loaded with artist promotion and given to music industry representatives.

The Committee also researched and planned for the sale of stainless steel water bottles towards the reduction of plastic single-use water bottles.

The Green Committee developed sponsorship proposals to businesses specializing in green products and services and worked with the general manager to pursue funding for the 'Green Site', a public – education presentation at the conference with resources on sustainable touring and venues.

Committee members also developed a plan for a green workshop at the conference. Liaison was carried out with the board, staff, businesses, artists, venues and members interested in green initiatives.

Chair EH stressed that membership in OCFF committees is not limited to OCFF Board members. This committee has three non-Board members.

Initiatives and Diversity

Candace Shaw, Chair

No report tabled.

Initiatives & Diversity Committee – no report tabled; post-conference – might be a good idea to discuss whether this committee is needed.

Programming & Deliverables Review

Paul Loewenberg, Chair

No report tabled

(O) ACTION: ABM to report back to the PPG with their comments on the Deliverables & Programming Review by June 15th. Paul L will send prompts weekly.

Executive Director Search Committee

Paul Mills, Chair

The Executive Director Search Committee was formed in December, 2007 to find a suitable person to fill the position of Executive Director of the OCFF.

After much research, networking, many meetings, hours of teleconferencing among members of the ED Search Committee and Hiring Committee, as well as three rounds of interviews, the Hiring Committee recommended that Peter MacDonald be hired as Executive Director of the OCFF. The Board of Directors enthusiastically and unanimously agreed with the recommendation.

See item 1 of this report: ED Hiring Committee Update for more detail.

Stakeholder Research

Aengus Finnan, Chair

There were a total of 3 surveys planned to be conducted by Kelly Hill on behalf of the OCFF through Ontario Trillium Foundation funding in relation to the social and economic impact of festivals in Ontario, followed by an OCFF specific survey related to member perception/engagement with OCFF.

Stakeholder Research has completed Phase 1 survey (of all Ontario Folk Festivals) and Phase 2 (of folk festival attendees). Results of Phase 2 were poor with only 164 public respondents for all Festivals combined.

As a result of poor response from festivals, the original phase 3 “Case Studies” of 6 member festivals was not completed. A replacement “artist” survey is set to be conducted at the OCFF conference

An independent OCFF survey will be distributed to all OCFF stakeholders regarding the OCFF. This project has been delayed due to ED hiring activity but the survey is being developed and will require input from the Board over the next week in preparation for an Oct 17th distribution via email and use of the online SurveyMonkey site. Additionally, there will be a similar “on site” opportunity to complete the survey at the conference.

Preliminary results of both surveys will be presented at the OCFF conference on Sunday morning at 9am in the Future of the OCFF, Stakeholder Research meeting open to all delegates.

Motion to accept all committee reports moved by: Paul L
Seconded: Dennis L
Motion Carried

7) New Business

A) Review of action items from last Board meeting

Review from 2008.06.01 Minutes

B) Other items:

The suggestion that a digital version of the OCFF B&S Handbook be made available to returning Board members were discussed.

ACTION: KFM to return to the Board with her recommendations re: providing the B&S Handbook to new & returning members in both hard & soft versions.

C) Board Activity at 2008 Conference

1. Election: Scrutineers needed; closes @ 3:00 p.m. Saturday afternoon.
2. Board Meeting: Friday, 4:30 – 6:30, Exec Suite (Circulate the Agenda);
3. Music floor support: ABM are encouraged to identify themselves to the volunteer on each floor who will be checking conference ID and reminding guerilla showcasers of the established guidelines, etc.

Do we need to provide training for these volunteers? Discussion to continue off-line.

4. B.A.R: Saturday, 8:00 – 10:00 p.m. (after Gala Dinner).
5. AGM: Sunday, 12:00 – 1:15 p.m., to be followed by a very brief meeting to distribute handbooks, meet one another;
6. Retirement notices: KFM, AF; Peter had resigned early to engage in the application process; Suba planning to retire sometime after the conference.

Replacement process:

We will be filling three seats at the election. The new board will have a vacancy to fill: either by appointing the next person in line, in terms of election balloting; or appoint someone from outside.

7. Review of EC election process – will be set at the Friday meeting (October 24th)
 8. AF to address the membership at the Gala Dinner; recognizing present and past members; staff, Erin Benjamin (recognized from the floor); introduction of Peter MacDonald (who might give a brief address);
6. Review of proposed 08/09 meeting schedule:

29 November 2008	Location TBA (w day long retreat)
7 February 2009	Location TBA (Budget Review)
6 June 2009	Teleconference
3 October 2009	Teleconference

16th October 2009 @ Conference (16 – 18th October)
18th October 2009 - AGM

8) Upcoming Meetings

AGM - Sunday, October 26 @ the Conference – Ottawa 12:00 – 1:15 p.m.

9) Adjournment

Flohil moved to adjourn today's meeting

Meeting ended at 10:50 p.m.

Submitted by: Karen Flanagan McCarthy

Date: 22 October 2008