

## **OCFF Board Meeting May 15, 2010**

SOCAN Boardroom, Toronto

Present: Paul Mills, Kathy Partridge, David Newland, Tamara Kater, Jan Vanderhorst, Dan Greenwood, Larry LeBlanc, Richard Flohil

By phone: Scott Merrifield, Paul Loewenberg (Sudbury), Peter MacDonald, Maggie Toner (Ottawa)

Regrets: Bill Stunt, Nicole Rochefort

### **AGENDA**

#### **1) Welcome, Regrets, Timekeeper, Declaration of Conflicts (5 min)**

No conflicts declared.

#### **2) Approval of Agenda (2 min)**

Motion to accept: Larry LeBlanc

Second: Jan Vanderhorst

Approved.

#### **3) Approval of Minutes from February 6th Board Meeting (2 min)**

Motion to accept: David

Second: Larry

Amendment: minor corrections in language. Tamara Kater finished her term; Paul Loewenberg, not Dan Loewenberg; Garry Sleight; Bopard = Board

Motion carried

#### **4) Actions Arising From Minutes (5 min)**

##### **ACTION ITEM:**

**Richard F to ensure we get better representation, presence at Maple Blues Awards**

RF has spoken to MBS about OCFF presentations

##### **ACTION ITEMS:**

**Communications, Executive Director: to discuss Folk Prints status ongoing**

**Communications Committee to explore Development workshops pending**

**Communications: to add Survey question re Folk Prints for membership - pending**

Executive Director to consider wider dispersal of FolkPrints; follow up on recipients  
pending

Executive Director: For future reports, page 3 funding detail re variances be annexed to the budget as per grants and sponsorship format.  
Has been covered in financial documents

Executive Director: seeking guidance on FACTOR  
ongoing

ACTION ITEM: Conference Profit and Loss to be displayed in future the Conference Reports  
ACTION ITEM: Tamara to provide Finance Committee sample terms of reference for report

ACTION ITEM: Executive Director and Finance Committee to examine and address reconciliation and display issues within reports.

ACTION ITEM: Executive Director and Finance Committee to present financial reports as TOP LINE SUMMARY with COMPLETE DETAIL ANNEXED

All of the above may be considered "Covered" in the current financial documents presented by the ED and the Finance committee

#### ACTION ITEMS:

Executive Director & Communications to discuss on-line OCFF calendar -  
pending

Executive Director to link strategic goals and operational outlook overview  
done

Executive Director & Communications to discuss festival info on OCFF.ca -  
pending

ACTION ITEM: Richard Flohil to approach Gary Sleight re: possible donation  
pending

ACTION ITEM: Executive Director to prepare a revised budget that moves OCFF towards a deficit-free position; ideally within the current year but certainly on a move-forward basis while attempting not to compromise operations excessively

#### ACTION ITEMS

Fundraising Committee to poll Board for fundraising suggestions  
Fundraising Committee to look for additional membership beyond the Board

ongoing

ACTION ITEM: Finance Committee to explore creating a deficit policy  
ongoing

ACTION ITEM: Nominations to reach out to full Board for suggested candidates  
complete

## 5) President's Report (5 min)

### **Executive Summary**

Since the last Board meeting on February 6th, there have been four Executive Committee meetings and I have carried on regular communications with the Executive Director and taken part in meetings of the Conference Steering and the Strategic Planning Committees. Of significance in this period was the formation of a new Board Finance Committee and its work with the Executive Director and our accountant to bring the books and the upcoming budget more in line with best industry and governance practices. I also represented the OCFF at the Folk Alliance International convention in Memphis.

-Minor tweaks were suggested to the text: (3 meetings was 4 meetings; May 10 was to receive and review docs)

Motion to accept: Richard  
Second: Larry

Motion carried

## **6) Executive Director's Report (10 min)**

Full report attached at end of minutes.

Length, and detail of ED report is appreciated; shorter summaries would be appreciated

Re: Attachment (Discussion item from Folk Music Canada); the ED report indicates further discussions "along these lines" with FMC

Questions to ask:

-what's the benefit to us, of having them present at OCFF?

-what's the benefit to our membership?

-how do we formalize OCFF presence at FMC? (affiliation, mutual presence)

-the goal of helping FMC grow should not be conflated with having them deliver services (they need to show they can deliver as would any other business we offer)

-the language of presentation, etc needs to be carefully crafted so that members of both organizations understand roles and terms of cooperation

-conversation along these lines between the EDs should continue but we are not at the approval of plan stage

The Taylor Mitchell bursary conversation is moving forward; it is anticipated that we can present at this year's OCFF conference. The bursary amount has been increased to \$500 per year for 3 years. Lawyers are ready to look at the proposal. Richard notes that it would be nice to have the previous year's winner present the current year.

**ACTION ITEM: All Directors inform Jennifer Ellis of festivals they intend to attend so that the office can arrange for passes.**

**ACTION ITEM: the Executive Committee will examine the request for an Advocacy Committee**

**ACTION ITEM: Board members are required to register for this year's OCFF conference ASAP**

Motion to accept: Richard

Second: Jan

Motion carried.

## **5) Finance Committee Report (5 min) – Kathy Partridge**

### **Executive Summary**

OCFF Treasurer, Bill Stunt, put out a call for volunteers to form a Finance Committee. Tamara Kater, Katharine Partridge and Margaret Toner-Gaston stepped forward. An inaugural meeting was held April 15 where the group discussed the duties and responsibilities of the proposed committee. The group, after a good discussion, decided to adapt the language used by the Finance Committee of the Winnipeg Folk Festival as our own. We also created list of action items to be taken forward in the near term. Subsequently the group has had several e-meetings to review the proposed budget for 2010/11. Those meetings lead to a major revision of how our financial reports are prepared and presented. Peter MacDonald and Margaret Toner-Gaston spent several days making revisions to our financial reports with the goal of making them simpler to understand, to compare against previous reports and to create more transparent recordings of our income and expenses. We are recommending adoption of the proposed budget put forward by the Executive Director.

#### **– motion that the mandate of the finance committee be:**

In addition to any other duties and responsibilities assigned to it from time to time by the Board, the Committee has the following duties and responsibilities:

1. Monthly Financial Statements. Review monthly financial statements and report to the Board on their reasonableness.
2. Capital Structure. Review and recommend to the Board on matters pertaining to the capital structure of the Corporation, including without limitation, financing plans generally including debt and fiscal policy.
3. Budgets. Review and recommend to the Board budgets, including with respect to assumptions made, prepared by staff of the Corporation and gain assurance that appropriate budget procedures are in place.
4. Financial Policies. Develop, review and recommend to the Board financial policies.
5. Treasury Operations and Other Matters. Review and recommend to the Board on matters pertaining to treasury operations, investment strategies, banking and cash management arrangements; and financial risk management (interest rate, foreign exchange, etc.) in keeping with the financial policies established by the Board.
6. Insurance. Review and recommend to the Board on matters pertaining to the Corporation's various insurance programs and structures.

7. Major Investments and Other Matters. Review and recommend to the Board on matters pertaining to major investments, acquisitions, divestitures, or similar transactions and the policies and processes of the Corporation related thereto.

8. External Auditor. Recommend to the Board for appointment by the Board the auditor and work with the auditor as may be deemed necessary.

Motion to accept: Kathy  
Second: Tamara

The Executive Committee will review the Finance Committee FINANCIAL STATEMENTS as well as monthly report, flag any issues, minute them, and seek Board and/or Finance Committee action as needed.

The Executive Director suggests that the first few months of the new system may be challenging; Board should expect to see documents presented in the improved format as soon as can be implemented.

**6) Presentation of Budget for Fiscal 2010/11 (15 min)**

7) Break (10 min)

**8) Approval of Budget for Fiscal 2010/11 (45 min)**

Motion to approve: Kathy  
Second: Tamara

Carried.

**9) Committee Reports (45 min)**

a. Standing Committees:

- **Communications Committee** (David Newland)

**Executive Summary**

The communications Chair has held meetings by phone with the President, Executive Director, and Communications Committee member Richard Flohil to discuss areas of focus for the committee and to assess the needs of the organization.

We also reached out to recruit a new member for the committee, former OCFB Board member and potential future candidate Jennifer North, who has an excellent working relationship with one member of the committee and a collegial relationship with the other. As she is considering standing for nomination to the election this was deemed a good opportunity to bring in some "new blood" in a low-risk proposition for the Board. We have divided the immediate tasks of the Committee into three main areas: Policy, Folk Prints, and Outreach (primarily, Newsletter and Facebook) and are currently working at recommendations to improve each of these areas.

- **Fundraising Committee** (Nicole Rochefort) – no report

- **Nominating Committee** (Jan Vanderhorst)

**Executive Summary**

Since the last meeting the Chair has contacted potential candidates suggested by Board members. As of April 27th we have verbal confirmation from 5 people: Shoshona Kish, Devin Latimer, Jennifer North, Rebecca Webster and Kuljit Sodhi (a 2009 candidate). They join Richard Flohil, Joeann Argue and Hitomi Suzuta. Waiting to hear from 2 more potential candidates. With input from President and ED, the Call for Nominations document was cut in half and a separate Nomination:Voting document was created. The Nomination form was updated. The ED wrote an article for Folk Prints announcing that 2010 nominations were open.

- **Personnel, Policy, Governance Committee** (Scott Merrifield)

- **Conference Steering Committee** (Paul Mills)

**Executive Summary**

The committee has met three times since the February 6<sup>th</sup> Board meeting. Over those three meetings, the committee has established the overall theme for this year's conference and decided on the topics of the panels and workshops and suggested people to populate these sessions. It also made several key decisions with regard to conference schedule, private showcasing policies and the Songs From the Heart contest. Also, during this period, co-chair Dan Kershaw resigned from the committee (and the Board) and was replaced by committee member Peter MacDonald in the co-chair position.

-Discussion of future locations of conference/possible motion

- **Awards Committee** (Paul Loewenberg)

-Presentation of this year's nominees

-Selection of winner: Grit Laskin

Notes: Awards Committee to seek and maintain database of past nominees.

b. Ad Hoc Committees

- **Strategic Planning Committee** (Dan Greenwood)

**Executive Summary**

The Strategic Planning Committee is an (ad hoc) OCFE Committee mandated to develop a Strategic Plan for the OCFE and subsequently, to provide quality assurance that the Strategic Plan is aligned to the OCFE operations, communicated to stakeholders, that a periodic Strategic Plan Review process is developed and undertaken, and finally that any associated tasks resulting from the development of the Strategic Plan are appropriately addressed.

During this period the SPC developed a summary of the Bylaw changes which result from the new Strategic Plan, including the possibility of a name change to better reflect the new Vision and Mission of the OCFE. This task is still waiting a legal opinion and a subsequent OCFE Board discussion / approval to complete it. As previously indicated, some of the changes may require OCFE Membership approval. In addition the SPC

developed a Strategic Plan Communication Strategy document and an accompanying Strategic Plan Communication Plan Project Plan which was shared with the OCFF Board Communications Committee. Finally and most significantly, driven primarily by the work of the OCFF Executive Director Peter MacDonald, an OCFF operational plan was developed to support the Strategic Plan. The 2010 – 2012 Operational Plan also supports the OCFF 2010 / 2011 budget.

No actions arising.

Motion to approve committee reports:

**10) Other Business (2 min)**

In camera discussion on Human Resource-related issues arising from review of the financial documents.

**11) Adjournment**

Motion to adjourn: Richard

Meeting adjourned

### **OCFF Executive Director's report**

Submitted by Peter MacDonald for the May 15, 2010 Board Meeting

This report covers the period since the last Board meeting – from February 7 through May 8, 2010.

#### **Membership:**

Totals to January 22, 2010:

30 Festivals  
45 ON Organizations  
35 Associate Organizations (i.e. Non-ON)  
371 Individuals

Totals to May 7, 2010:

29 Festivals  
36 ON Organizations  
28 Associate Organizations  
346 Individuals

I regret to report that the Barrie Folk Society has decided not to run a festival in 2010, and have changed their membership from Festival to Organizational. They cite lack of general public interest and the decision not to burn out a small, but dedicated group of local organizers. They hope to come back with a renewed vision at some point. Indiafest has also decided not to run a festival in 2010, but have already begun planning for 2011 and remain as a Festival member.

We will see membership numbers increase as deadlines for conference activities approach. Most memberships lapse and get renewed in the last quarter of the OCFF fiscal year. We have recently implemented a new accounting regime that captures the value of memberships in the appropriate fiscal year, rather than assigning an ad-hoc value to them during the year-end audit.

#### **Staff [IN CAMERA]**

#### **Office and Operational Management**

Typical activities for this period in the annual cycle have been completed or are in process:

- Production and delivery of Folk Prints Winter/Spring Issue
- Conference programming (with CSC) and schedule development (including two face-to-face and two teleconference meetings)
- Annual brochure production
- Advertising and promotion of conference, competitions, youth program and Art Beat
- Production and delivery of eNews
- Seeking renewal of existing and finding new sponsorships and interest in future ad placement.
- Communications with various members and stakeholders

The most significant amount of my time has been spent on organizational infrastructure and committee work:

- Executive Committee meetings
- Strategic Planning meetings and creation of an operational plan
- Bookkeeping and Accounting work with accountant (several weeks, all tolled)
- Finance Committee launch and groundwork towards financial reports and budget (at least two more weeks, all tolled) followed by review process and ultimate approval of the budget at committee level
- Communications Committee groundwork
- Database / Web Site integration research and proposal preparation
- Awards Committee work on EKA and new Taylor Mitchell Youth Bursary

#### **Sponsorships, Partnerships and Sales:**

SAC has agreed to renew its conference sponsorship, though at a reduced level. Sponsored showcase negotiations have begun with various previous sponsors, plus four potentially new ones.

SFTH and Showcase applications are down approximately 40% from this point in 2009 though there has been a marked increase over the past few days (written May 10). Conference registrations are up by 350%, likely due to the incentive to register before the HST kicked in on May 1.

I am still watching the developments around Folk Alliance Canada. Contact with FMC's new, part-time Executive Director, Erin Barnhardt, have been open and promising. Attached to this report is a synopsis of the FMC's current activities and goals, outlining FMC's vision of how the OCFF might take some steps with them in their formation. I reiterate that having an effective national voice in our sector will allow OCFF to better focus on our recently-reinforced strategies around being an excellent provincial organization.

**Financial Report (see Treasurer's & Finance Committee Reports for financial statement and balance sheet and supporting documents):**

A large amount of time has been spent since the last meeting to bring the accounts up to date and root out the anomalies that were pointed out at the February 6 Board meeting. A complete review of each line in the chart of accounts has been done, and the figures now represent our best effort to properly categorize each revenue and expense. This will only improve once a new chart of accounts is in place, corresponding to the proposed budget's operational realities.

The results of delays in the submission of grant reports (reported at the last Board meeting) have largely righted themselves, with only the second half of the Trillium Foundation monies (\$25,000.00) still outstanding, and due without the need for additional reporting, in June. The resulting, significant, cash flow challenges are being managed through careful use of the line of credit and VISA card and additional efforts at the collection of receivables.

The proposed 2011 budget is designed to maintain existing programs and services through the coming fiscal, with a cautious eye to grant availability (no increase since the main goal is replacement of the Trillium funding that ends with the 2010 fiscal year) and very modest growth. The only significant new project is a proposed database / online management tool for streamlining our administrative activities.

**Funding:**

January 15 saw the SOCAN Foundation application submitted to cover expenses at the Folk Alliance International Conference in Memphis. A grant in the amount of \$3000.00 was approved with payment due in June.

The request for the second year of our three-year OAC funding agreement was submitted, with an additional request for \$2500.00 to assist with the growing costs of interacting with our partners. Approvals are usually made in June, with payments coming in full in July.

The annual submission to the Canada Arts Presentation Fund (this one would be for their 2012 fiscal) was made on April 30. It was a multi-year funding request for \$70,000.00 per year.

A FACTOR application for Collective Initiatives Funding is due On May 14 (application being finished concurrent with this report)

**Marketing / Publicity:**

Folk Prints is normally issued in February/March (Winter-Spring) and May/June (Summer). The Winter-Spring issue had eight more pages than usual and was issued three weeks later than usual. There has been little demand for ads and no expressions of interest in particular articles being written. We are discussing options with the Communications Committee that might include NOT issuing a Summer edition, but rather including a newsletter with the mailing of the Year of Festivals brochures the last week of May. Traditionally, the bulk of the Summer issue has been about promoting festivals to the membership and pushing conference sales. Both are being achieved in other ways this year.

The annual brochure was updated with 2010 festival information and approved by each member festival. It will be distributed to DMOs, Tourism Operators and other locations in late May. We have had two new requests for the brochure from tourism outlets.

OCFF has placed ads with the 2010 conference dates in the Juno Souvenir Program, Toronto Blues Society newsletters and MFM Conference materials. A spread of full-page ads will appear in Penguin Eggs' Summer issue. It features our Festival members' dates plus a conference ad. A full-page ad will also appear in the BMACC annual festival guide.

The Fundraising Committee's quilt project has not yet begun, but I expect that meetings will happen before the end of Spring.

#### **OCFF at Festivals and Events:**

Folk Alliance International Conference: Memphis: Feb 17-21, 2010 OCFF ran a showcase for six artists/groups and participated in the Pan-Canadian Initiative activities at the event. OCFF acts as "banker" for the event, running the PCI's activities through our books, with the knowledge and blessing of our auditors. Jennifer, Chris and Paul Mills attended to staff the Exhibit Hall booth, run the OCFF Showcase and support the OCFF and Ontario artists in attendance wherever possible. Aengus Finnan acted as showcase host, with some assistance from Don Bird.

Canadian Music Week: Toronto: March 10-14, 2010. Three Directors were given passes to attend the event.

Northern Ontario Music and Film Awards: Sudbury: April 28-30, 2010. I attended as a panelist and mentor. It was good to connect with several current and potential members of the OCFF and to provide support to a long-time OCFF partner organization, Music and Film in Motion. Perhaps most significant was a vibrant exchange of ideas about community activity funding with an officer of the OAC.

CAPACOA Regional Presenter Network Meetings: June 7-8, 2010: Ottawa: These meetings will continue to encourage a dialogue begun in 2009 on the real needs of presenters at the regional, provincial and national levels. We will be updated on significant work being done on the Presenters' Toolbox which will provide many resources and training (downloadable modules, webinars, etc.) for the presenting community.

OCFF Member Festivals: The office will soon gather a list of Directors attending various member festivals, so that we can provide you with promotional materials and ensure that you get complementary pass to the events. Once we know who is attending which events, we will continue the tradition of having staff visit at least one member festival.

Canadian Folk Music Awards: Winnipeg, MB: late November. Talks are ongoing with the CFMAs to increase OCFF participation in the event.

#### **Advocacy and Policy Analysis:**

No advocacy efforts were begun since the last meeting.

I request that the Board create a Standing Committee on Advocacy prior to the next Board meeting, so that it might be ready for an infusion of new Directors this Fall.

#### **Requests from the Board**

Please keep the office informed about your own community activities, so that we can find ways to get the word out about OCFF's programs and services.

Please submit items for our eNews as they become available. It has been nearly sixteen months since a Director has provided input to eNews.

#### **Other:**

There is no "other business" to report.