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ADC ANNUAL GENERAL MEETING
Saturday November 17, 2001 – 1 pm
TheatreBooks, 11 St. Thomas Street, Toronto, Ontario

MINUTES

Attending:

Kairiin Bright
Charlotte Dean
Chris Dennis
Sholem Dolgoy
Gene Gibbons
Tracey Glas
Scott Henderson
Dennis Horn
Kathleen Irwin

Valerie Kaelin
Shawn Kerwin
Edward Kotanen
Michael Kruse
Brock Lumsden
Martha Mann
Sandra Marcroft
David Morrison
D'Arcy Poultney
Aisling Sampson

Robert Shannon
Allan Stichbury
Ted Roberts
Brad Trenaman

[20 members in good standing by proxy]

Staff:
Sherri Helwig

Horn welcomed everyone to the 2001 ADC Annual General Meeting and called the meeting to order. All attending members introduced themselves.

MOVED by Shannon, SECONDED by Mann to approve the agenda. CARRIED.

MOVED by Morrison, SECONDED by Irwin to approve the minutes from the 2000 Annual General Meeting. CARRIED.

President's Report

Horn stated that the first announcement of the day must be the news that Helwig, ADC's Executive Director, is expecting her first child in February 2002. Because the ED position is that of an independent contractor, Horn stated that Helwig is not entitled to the usual maternity leave; a short holiday was proposed and accepted by the Board. Horn stated that Helwig has reinforced her commitment to ADC and expects to remain with the organization for some time.

Horn stated that for financial and other reasons, the ADC office on Bathurst Street in Toronto has been made into a "virtual office", and that while mail will continue to be directed there, Helwig conducts the bulk of the administration of the organization from her home office. This situation was discussed at some length by the board; because the ADC office receives very few visitors,

and because the move represents substantial savings to ADC in terms of rent, the Board voted to make the change as it continues to endeavour to find expense savings. Dolgoy asked if there was any remuneration to Helwig for the use of her space and equipment; Horn stated that the Board had voted to pay a token \$50 per month. Dolgoy stated that expenses related to office space should be built into the structure of the ADC budget should there be any change. The Board agreed to take this into consideration. Helwig stated that the office now had 410 phone numbers which can move wherever the office might move.

Horn announced that ADC weathered the previous filing fee storm. Of 16 members affected by the past inadvertent lack of repayment of filing fees over the \$1,000 annual limit, four members waived their amounts in full (one of these waived any amounts in perpetuity!), 10 members deferred their amounts to credit or a combination of repayment and credit, and two members were paid back in full. The full amount was just under \$7,000. Horn and Helwig thanked all of the affected members for their understanding and generosity, and all members for their patience.

Horn stated that ADC continues to have problems with designers filing contracts (on time, or sometimes at all). Members have been phoning the office looking for their RRSP payments when the Scotia McLeod reports are released; Helwig then often has to inform them there has been no money received, and no contract received to even know that there was money owed. Horn announced that, just so members know, the Tarragon Theatre is the ONLY theatre which is consistently on time with its RRSP remittances to ADC, and that other theatres are often in arrears for months. In the course of tracking down some payments, Helwig learned that some designers have been telling theatres to send in the Designer copy of the contract with their own, thus of course defeating the entire purpose of having redundant copies! To help remedy this situation, the Board is discussing ways in which we can simplify things so that designers can submit a single page to start the accounts receivable process. This page will include all of the pertinent information, and can be faxed and, it is hoped, eventually e-mailed in or filled out online. More information about this will be forthcoming after the PACT contract negotiations. In the meantime, however, Horn implored the membership to ensure that they send in their copy of the contract in a timely manner.

Horn also noted that ADC continues to have the problem of ADC members signing non-ADC contracts, and notes that ADC members are supposed to sign only ADC contracts. Horn noted that there was one instance of designer signing a French (and therefore non-ADC) contract but nonetheless paying what would have been the filing fee directly to ADC to acknowledge the work of the organization. Horn and Helwig thanked this member for his generosity.

Horn announced that Jennifer Cooke agreed to work as ADC's "French Connection" in Quebec to answer any inquiries from Francophone designers and producers. Horn and Helwig thanked Cooke for her willingness to help.

Horn reported that a significant amount of time this year been spent on CAPPRT and APASQ issues. APASQ is the Quebec association representing designers in French speaking theatres. CAPPRT (the Canadian Artists and Producers Professional Relations Tribunal) is the organization which certifies artists' associations to bargain on behalf of artists with federal producers. ADC has concluded its hearings in front of CAPPRT (against APASQ) and an announcement of certifications will be forthcoming in January 2002. Horn stated that ADC did very well in front of the Tribunal in large part thanks to Helwig; ADC was represented primarily by Horn and Helwig while other organizations were represented by legal counsel, and Horn was

pleased to report that ADC held its own and Helwig was in fact congratulated by two of the counsellors. Horn explained that it was felt that APASQ did not do as well and that they were largely unprepared... but nonetheless some certification will most likely still be granted to them by the Tribunal (as this seems to be the general way the Tribunal works).

Horn stated that the second half of the APASQ situation relates to the fact that ADC is contesting and challenging APASQ's provincial certification in Quebec. Helwig pointed out that, under the Quebec Status of the Artist Act, arts organizations like ADC are not permitted to represent themselves as they are federally, so ADC was required to give a Quebec lawyer a \$5,000 retainer to deal with this issue.

Dolgoy asked whether the English theatres have reacted negatively to APASQ attempting to "muscle in". Helwig stated that ADC has sent out information (through PACT and through the Quebec Drama Federation directly to the theatres) explaining the issue and ADC's lawyer's position that APASQ is not working in good faith and that the status quo should remain (i.e. "business as usual") because the PACT/ADC agreement predates APASQ's certification, and until APASQ actually negotiates with theatres, theatres can hire whomever they like and work within the rules of whatever association to which that designer belongs. However, Helwig states that some theatres are nonetheless buckling to APASQ's pressure – they are small theatres with no legal counsel and no desire to get caught in the crossfire... they won't stand up to APASQ. This is one of the reasons ADC is challenging APASQ legally.

Roberts asked how many contracts this Quebec situation affects, primarily because British Columbia designers he is representing at the AGM are concerned about ADC "focussing so much time and effort on one province". Helwig stated that 57% of ADC members have worked in Quebec at some time during the last ten years, so this issue affects more than half of the membership, not just those few living in Quebec. In terms of actual contracts, there aren't many being signed in Quebec in relation to some other areas, but the Board felt it was extremely important to fight for the national, pan-Canadian position of ADC (and voted unanimously to do so). Horn underlined this fact, and stated that if there was an issue in British Columbia brought to the attention of the Board by that regional representative, the Board would fight for those members who live and who work in theatres there, but now the issue is Quebec and ADC is fighting for Quebec on principle.

Executive Director's Report

Helwig thanked those in attendance for coming to the meeting, and thanked TheatreBooks for hosting the meeting.

Helwig reported that the membership numbers were good. Three designers who were previously on "honorary withdrawal" decided to resume their membership, and the number of Sound designers has risen from one to six in response to our call outlined at the last AGM and in preparation for our presentation of Sound for official recognition by PACT at the contract negotiations.

Helwig stated that last year it was agreed that members could pay in instalments (1/4 per annual quarter) with the addition of a small administrative fee, and that this fortunately made things not only more simple administratively but also convinced more people to pay up-front!

Helwig reported that ADC has received its first filed Sound contract, and that because it was signed by the National Arts Centre, it not only will help with PACT negotiations but also perhaps with the CAPPRT hearings (because the NAC is the main federal producer under the CAPPRT jurisdiction). Helwig thanked this designer for presenting the contract, and Dolgoy for coming to Stratford with her to speak to Sound designers to get them to join.

There has been a successful push to get some reluctant independent theatres to sign ADC contracts – thanks to those ADC designers who pushed the issue.

Helwig stated that ADC has received excellent, very positive support from designers, theatre colleagues, etc., in response to our application for certification with CAPPRT. Thanks to all of those who helped, including some members who helped with last-minute research related to design for Opera and Dance; the President of Quebec Drama Festival who spoke in our favour; PACT who supported our application and asked their Quebec members to continue to hire ADC members as usual; Alex Gazale who spoke so eloquently and so impartially but who helped our case; and the lawyer for the National Arts Centre who asked helpful questions and who gave us a little free legal advice as the hearings progressed.

Helwig reported that work continues on the Canadian Theatre Record, an initiative of the Toronto Public Library in partnership with ADC and the National Theatre School (and others). More information will be forthcoming to the membership (pending granting approvals).

Helwig announced that the Canadian Theatre Conference will take place May 29-June 1 2002 in Ottawa. This is an initiative (following its successful predecessor in Saskatoon five years ago or so) organized by ADC, PACT, PUC, CITT and Equity. The AGM will be held during the conference – during which the PACT contract will be ratified – and a design exhibition (working towards the Prague exhibition) will be displayed there.

Helwig announced some design prizes for which ADC designers could be nominated, and explained the nomination procedures.

Helwig reported that, in terms of general administration, members signing the Independent and Dance contracts often do not negotiate or follow up on the bond – most members waive the bond, and many theatres do not pay the bond that is negotiated. Helwig stated that designers must follow up on the bond to ensure that ADC has received it before they start work.

Helwig reported that investigations have taken place regarding the possibility that ADC could become a charitable organization. The issue came about through investigations related to the Jack King Scholarship fund and how to increase the money in the account from which the scholarships are paid. It was learned that the Scholarship Fund was actually supposed to be administered by an organization called Communications ADC (CADC), which was formed particularly for this purpose. In reality, however, CADC has never functioned as separate organization, and hasn't been holding board meetings, having audited statements done... all of the things a non-profit organization must do. After some legal consultation (because ADC is tied to CADC), ADC would like to see CADC disbanded, have the administration of the Scholarship Fund fall to ADC officially, and pursue the possibility of having ADC become charitable (to allow ADC to accept money for the fund – and apply for foundation grants etc. – and give tax receipts in return). Mann stated that there was an analysis done in the 1980s as to whether

fundraising for the Scholarship Fund would “work”, and at that time it was determined that there was little chance money could be made. Helwig stated that this still may be the case, but that the Department of Canadian Heritage is attempting to make things easier by working with arts organizations on a National Arts Service Organization (NASO) charitable status. Helwig further said that something must be done before CADC is considered in default, which would make things difficult for ADC and the Fund.

Helwig explained that this NASO status allows existing arts organizations to become charitable rather than forcing them to form another organization to perform charitable services. This would allow ADC to give tax receipts for any donations (including for filing fee overages like the situation we had in the past – some members who deferred to credit or who were paid outright stated they would have considered waiving their amount if it could have been considered a charitable donation). Helwig stated that the cost of changing ADC from non-profit to non-profit/charitable would be relatively minimal.

In response to a question about whether charitable status would influence ADC’s ability to negotiate, Helwig responded that charitable organizations are now allowed to be advocates (until recently, charitable status severely restricted organizations’ rights to be “political”).

In response to a question about what negative aspects there might be to becoming a charitable organization, Helwig stated that they would primarily be those of perception – some professional designers may wish to perceive themselves and ADC as professional only and not like ADC seen as a charity. However, Helwig points out that a number of professional artists associations are also NASOs with charitable status, including the Periodical Writers Association of Canada (PWAC) and the Toronto Musicians Association (TMA). Helwig also pointed out that it is slightly more expensive to run a charitable organization, as the tax forms are more complicated and GST can only be partially (rather than wholly) written off for those organizations with a GST number (which ADC does not yet have, so this won’t yet be an issue).

Bright asked whether NASO status would allow ADC to accept donations for initiatives other than the Jack King Scholarship Fund (i.e., the Prague exhibition)? Helwig said yes, that the status would allow ADC to accept money directed to specific areas of interest of the donor. Helwig stated that the money now held for the Scholarship Fund must and will remain for the Scholarship Fund.

A discussion about the Jack King Scholarship Fund, its history and its future plans ensued. In response to a question from the floor, Helwig stated that there is Jack King Scholarship committee (Mann and Dennis from the Board are members) with a mandate to move forward. Helwig stated that there is just over \$16,000 in the account, and ADC always tries to give amounts that do not dig deeply into the principle... past amounts were never over \$1,000. At the conclusion of the discussion, it was reiterated that the Jack King Scholarship Fund is very important to ADC, and ADC wants to do all it can for the Fund’s continuation and its success.

MOVED by Bright, SECONDED by Kotanen to direct the Board to pursue National Arts Service Organization status for ADC pending discovery and checking legal ramifications. CARRIED.

MOVED by Stichbury, SECONDED by Trenaman to officially fold CADC and have ADC continue to administer the Jack King Scholarship. CARRIED with one abstention.

Helwig stated that the ADC Board and staff had an extremely busy year this year. She voiced her heartfelt thanks and appreciation to the Board and especially to Horn for their hard work.

Regional Representative Reports

MOVED by Shannon, SECONDED by Roberts to move AGM regional representative reports to the newsletter unless there are pressing questions. CARRIED unanimously.

Dolgoy asked whether there are any PACT theatres that are defaulting on designers' fees; Helwig responded, stating that currently there are not any that ADC has not already informed its members about in the "Defaulting Producers" list in the newsletter.

Financial Report

Helwig presented the audited financial statements for fiscal year 2000.

Helwig reported that, as anticipated and reported at the 1999 AGM, there was a loss in 2000 of approximately \$8,000. This loss was a result many things, including the filing fee repayments and deferrals previously discussed, the writing off of fees that haven't been and won't be paid, and insurance premiums from theatres that we had included in accounts receivables from previous years. The "bottom line" is that in 2000 we were required to spend more (and write off more) than we had in income; Helwig explained that, of course, that did not mean that the organization did not have money to cover expenses, but just that this money came from savings from previous years rather than from income in that current year.

In response to a question about the "Grant" line item, Helwig explained that this represented \$20,000 received from Cultural Careers Council Ontario for upgrading the ADC website (especially the Online Membership Directory). Helwig explained that the amount over \$20,000 in the related Expenses list pertained to the amount ADC added to the grant to have this added service completed; she noted that ADC was required to match a certain amount of the grant money in actual expenditures and in-kind services, and that ADC did extremely well keeping these expenses so very low.

In response to a question about the "Consulting Fee" line item, Horn explained that this was a severance package requested by Chuck Homewood and voted upon by the Board at the 1999 pre-AGM Board meeting.

Helwig explained an error in the insurance accounting – the amount of \$8,200.24 was taken out of the insurance account twice in error (to cover the actual premium for the year's accident insurance for all members) and that the error is corrected in 2001 (to be seen in the 2001 audited statements). Dolgoy asked whether money other than premiums was taken from the insurance account, explaining that it was his understanding that there was a verbal agreement between ADC and PACT that ADC would use the funds only for the insurance premiums. Helwig stated that there is a \$15 administrative fee taken from every contract amount, which PACT agreed to, and that any other amounts are approved with legal advice.

Dolgoy asked what the “bottom line” current status is. Helwig stated that there is a possibility that ADC will be required to spend more than it has in income again in 2001 due to the fact that while there has been no increase in income, there were increases in expenses especially related to one-time (it is hoped) issues related to legal fees, the Canadian Artists and Producers Professional Relations Tribunal, and dealing with APASQ in Quebec. Dolgoy asked if that means we are showing a downward trend; Helwig said that this is not necessarily so, that filing fees actually increased and expenses – except for those extraordinary one-time expenses and those necessary to solve past difficulties, also one-time – have decreased in some areas, and the net result is basically even. She stated that the Board is aware of the situation and that future trends will be looked at and plans will be made to ensure that ADC doesn’t find itself in a difficult situation.

MOVED by Shannon, SECONDED by Poultney THAT the audited financial statements for 2000 be accepted. CARRIED unanimously.

MOVED by Shannon, SECONDED by Mann to approve Robert Hambley as ADC’s auditor for another year. CARRIED unanimously.

MOVED by Kotanen, SECONDED by Dolgoy to approve the remuneration of the ADC auditor at the current rate. CARRIED unanimously.

At 2:50 pm, the session broke for rest and refreshment. At 3:15 pm, the session was called back to order.

Ratification of Bylaws

Helwig and Horn explained that, after consulting with ADC’s Quebec lawyer, it was learned that certain changes to the ADC bylaws were required in order to achieve the certification ADC has been seeking from CAPPRT (and that it will be seeking in Quebec). The ADC Board decided that it should take advantage of this opportunity and conduct a thorough review of the bylaws so that they could be updated and have grammar and housekeeping issues corrected. Helwig explained the changes and what precipitated each.

MOVED by Morrison, SECONDED by Dolgoy THAT the new bylaws be accepted as presented. CARRIED with three opposed and one abstention (after discussion below).

In response to a question about changing ADC’s official name (i.e. removing the Film and Television from the name), Mann explained that this was looked into earlier, and that changing a corporate name causes numerous problems, and that it was decided to keep things the way they are.

Irwin asked about the regional representation issue. Stichbury stated that the bylaws clearly state that regional representation is the right of each region, and that the Board will attempt to achieve other kinds of representation (by discipline, for example) by recruiting others for positions other than regional.

Horn and Helwig explained that the change from 17 to 12 Board members has to do with cost savings, remaining in keeping with similar organizations, and achieving quorum, while at the same time allowing for the continuation of reasonable representation. Positions can be “doubled

up” – the representative from a smaller region, for example, can also take on executive responsibilities. Horn stated that the Board and ADC as a whole should and will always strive to have some form of representation from across the country even if there is no official representative.

Stichbury asked whether regions require definition in order for a representative position to exist. Helwig, Horn and others – in the course of a long discussion – explained that the regions can be self-defining to a point, and that the Board needs flexibility to adapt regions to the realities of the membership, but that the ADC membership must agree on what constitutes a region (or any area, city, municipality etc. could self-identify as a “region” and therefore press to have official representation on the Board to the detriment of the Board and with no limitations). Stichbury stated that some regions are already recognized as having a charter; others agreed, but noted that ADC has not yet determined what this charter entails in terms of responsibilities, in terms of what would be required of a potential new region wishing to have a charter (such as having a minimum number of members, for example, and agreeing to hold an annual meeting) and what might cause a region to lose its charter. The Board felt that it was important to determine, outline and agree upon what a charter is and means in order to make its existence meaningful and to allow for future changes based upon the needs of the membership.

A discussion ensued about regional charters. Roberts stated that there is concern in British Columbia because there seems to be no clause that states what the Board may or may not do in relation to the regional representation. Stichbury pointed out that Article 4B covers the ruling and governing issues, and that ADC has given itself the ability to work across disciplinary lines and regional lines. The bylaws state that the person representing each region on the Board is determined by the respective regions.

Shannon asked what would happen if the bylaws are not ratified as presented. Helwig stated that there would be a filing cost, and definite costs and complications related to the Tribunal and Quebec situations (for example, the federal Tribunal and the Quebec Commission could not certify ADC with the unchanged bylaws as they stood).

MOVED by Shannon, SECONDED by Kaelin THAT the Board be directed to continue to work on resolving the issue of regional charters. CARRIED unanimously.

Election / Acclamation of Board Members

Horn announced that Carolyn Smith and Michael Kruse resigned mid-term; Dennis Horn (as President), Martha Mann and D’Arcy Poultney agreed to continue for another three-year term; and new member Sandra Marcroft expressed interest in joining the Board. All other members were continuing in their present terms.

MOVED by Kotanen, SECONDED by Dean to accept the new Board as it is currently being presented. CARRIED unanimously (after discussion, below).

Roberts represents concern that that slate should have been announced ahead of time (30 days prior to the AGM). Horn explained that, while this is normally the case, a Board slate was not sent out to the membership (upon legal advice) because no new members were presented to the Board in time, and that the number allowed on the slate would depend upon the bylaw

ratification. Roberts stated that he felt that the Board approved the change to the bylaws without clearly notifying members that the bylaws were in effect pending ratification; Horn and Helwig explained that the ADC bylaws always allowed for this, in agreement with federal non-profit law. Horn stated that if the BC members had questions, they should have requested information from the office or received information from their Regional Representative. Dolgoy pointed to the bylaw clause which states that the membership must agree to allow Board members a second term, and that there should be a slate presented of those Board members wishing to hold a second term. A list of Board members (as outlined above) was presented.

Stichbury noted that regions elect their own representatives, and that those representatives are not 'elected' at AGMs, but are ratified.

After a request from Morrison, the Board agreed to post Board Members' terms on the website.

Discussion of Upcoming Initiatives and Issues

PACT Contract Renegotiation Issues

Helwig asked whether there were any contract issues from the membership of which the Negotiating Committee should know. Helwig and Stichbury outlined some of the ideas already in front of the Committee, including adding Sound as an official design category, and having a new "money page" to make deductions and payments (and their deadlines and schedule!) clear to the theatres.

Dolgoy stated that he would not act as Chair of the Negotiating Committee in 2002. Horn stated that a search for a new Chair would commence.

A discussion ensued about possible contract additions; a list was compiled from this discussion and was forwarded to the Negotiating Committee.

Prague Quadrennial

Bright reported that she and Irwin were working on the committee for the Prague Quadrennial exhibition – Bright was working on the professional exhibition, Irwin on the student exhibition. Robert Gardiner was also working on this committee, along with members of CITT and Helwig. Bright explained the theme of and process for the exhibition. Bright reported that at the previous night's board meeting, the Board agreed in principle to having ADC represented beginning with the "prelude" exhibition in Ottawa, and reiterated its resolve to not be financially responsible in any way for the Prague exhibition (ADC will not spend any money whatsoever on Prague-related expenses unless and until funding has been secured and received by ADC for that purpose). This decision was related to past budget difficulties which ADC was left to cover.

Bright explained how the Ottawa exhibition at the Canadian Theatre Conference would be used as a "prelude" and an opportunity to get jurors to choose pieces and designers to exhibit in Prague.

Dolgoy asked if only ADC members were allowed to apply to exhibit. Bright explained that only ADC or CITT members were invited and allowed to participate.

Some members expressed concern about CITT's involvement with accepting designs due to the fact that designs previously submitted for a CITT calendar were never returned and no word was ever sent as to the outcome of the calendar. Bright stated she would investigate. Helwig stated that other designers have brought up this issue with her, and that when she contacted Howard Van Schaick at CITT, he stated that he thought everything had been resolved and that he would look into it. Unfortunately, nothing has been heard since. There was a consensus that ADC members must receive a letter acknowledging receipt of their work and a statement as to how it will be cared for and returned.

Dolgoy strongly urged Bright and, through her, the Committee to set collective deadlines and agree to hit those dates or else ADC will pull out.

Irwin reported on plans for the student exhibition.

Other Business

Kerwin announced that Tarragon Theatre's Artistic Director Urjo Kareda is quite sick.

MOVED by Kerwin, SECONDED by Mann to send a card and a small gift on behalf of ADC to Urjo Kareda. CARRIED unanimously.

Mann announced that Peter Beretsky's memorial is coming up soon at PAL.

Trenaman announced that Richard Pilbrow decided to end his ADC membership as he no longer was designing in Canada.

MOVED by Trenaman, SECONDED by Roberts to invite Richard Pilbrow as an Honorary Member to the ADC. CARRIED unanimously.

Kotanen asked when the Jack King Scholarship will be awarded. Helwig and Mann explained that it would be in the near future, but that it may wait until the status of CADC is worked out.

Trenaman asked whether there were discounts available to ADC members at theatres and related retailers etc. The issue of membership cards was once again discussed, and sent back to the Board for further discussion.

Kerwin stated her appreciation to the Board members for their hard work.

As there was no further business to be discussed, the meeting was adjourned after a motion by Kerwin, seconded by Shannon.