

**\*\*\* NOTE: these minutes are DRAFT until approved at the 2004 AGM \*\*\*  
ADC ANNUAL GENERAL MEETING**

Saturday June 5, 2003 – 1 pm  
National Ballet of Canada Boardroom – Toronto, Ontario

## **MINUTES**

### **Attending:**

Kairiin Bright  
Chris Dennis  
Sholem Dolgoy  
Scott Henderson  
Rebecca Hodgson  
Dennis Horn  
Valerie Kaelin

Ed Kotanen  
Martha Mann  
Sandra Marcroft  
Phillip Silver  
Brad Trenaman  
Kelly Wolf

[23 members in good standing  
by proxy]

**Staff:**  
Sherri Helwig

**Guest:**  
Andrea Small (intern)

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### **Call to Order**

Horn called the meeting to order at 1:07 and thanked Chris Dennis and National Ballet for providing the space for the Annual General Meeting, and for the board meeting held previously.

### **Attendance and Presentation of Proxies**

Horn asked that everyone introduce himself or herself for “roll call”.

Helwig noted that 23 proxies were not spoiled – Scott Henderson held four, Dennis Horn held seven, Sue LePage held one, Sandra Marcroft held one, and Ted Roberts held ten. Helwig announced that quorum for the meeting had been reached.

Horn announced that he would be functioning as chair for the meeting, and would do his best “to move things along.” He asked that during reports comments and questions be left until the end, so that we would have the time to discuss the issues. Horn said that if “it looks like the discussion will go on forever, we will make a speakers list and assign a time limit.” Horn said that the AGM would ideally finish by 4pm (3 hours).

### **Approval of Agenda**

MOVED by Chris Dennis, SECONDED by Phil Silver to approve the agenda. CARRIED unanimously.

Phil Silver asked if the members would be asked for “Other business” during the “Other Business” section of the agenda. Horn answered in the affirmative.

### **Approval of 2002 AGM Minutes**

MOVED by Martha Mann, SECONDED by Scott Henderson to approve the minutes from the 2002 agenda. CARRIED unanimously.

## **President's Report**

Horn announced good news about Quebec. Our Commission hearing date is set for October 23, after which time a decision will be made in terms of ADC's working status in Quebec. Right now APASQ is the only group recognized as representing designers. ADC does not feel that they (APASQ) represent English language designers. ADC has had to go in front of commission CRAAAP to determine our status in Quebec. There are existing agreements with Equity, PACT and equity UDA agreements. ADC's Quebec lawyer specializes in these sorts of cases. As he is working with Alliance Quebec contesting results in referendum (majority higher than indicated than final results) and the Concordia Muslim Students Association, he has been very busy and has been hard to get a hold of. Horn said that he is hoping this long process will come to an end after the hearing.

Horn updated the membership about the PACT working group formed last year. Because PACT was busy with negotiations regarding the CTA, the Working Group has been put on the backburner from PACT's point of view, but the conversations are ongoing within ADC. Helwig is speaking with PACT again in the coming week to move things forward, and Horn said that by 2004 we should have minimum fees and a few other issues worked out.

Horn thanked Aisling Sampson and Sherri Helwig for their work on the Inde/Dance contract.

Thanks was also extended to Charlie Richmond, Robert Shannon, Chris Dennis, Alan Brodie, Sherri Helwig, and two interns Lisa Lurie and Andrea Small for their work on the updated Standards and Working Procedures.

Horn said that the Prague Quadrennial would be discussed at length in "New Business". He announced that Canada won an award for "clarity and national spirit" for the national exhibition.

Horn stated that the board structure would be discussed later in the meeting.

MOVED by Kotanen, SECONDED by Kaelin to accept President's Report. CARRIED unanimously.

## **Executive Director's Report**

Helwig started by telling the membership that ADC is "facing a number of challenges." Some financial and administration challenges continue to grow as ADC gets older.

ADC has an aging membership. People are retiring or moving out of design for theatre. Helwig has some ideas for new initiatives to address some of those issues.

Helwig stressed that "while we are working to meet needs of new designers, we must not forget the senior designers." Helwig said that some members were concerned that PACT working agenda was only minimum fees. She explained that we are also looking for improvement working conditions across the board.

Helwig announced that ADC will be turning 40 years old soon (since the paperwork was filed in 1965). There will be a call for a committee to work on some festivities for our 40<sup>th</sup> anniversary. There is the world stage CITT exhibition that will be the same year. Anyone interested in working on a committee with Sherri and Alan Brodie on this would be appreciated.

Fundraising money has been coming in for interns, among other things. ADC received money from the Cultural Human Resources Council for an intern, and funding from the Cultural Careers Council Ontario for the survey, updating the Standards, and other related projects. ADC has not been involved in, or been able to achieve operating grants. Helwig stated that, “since we’ve been good with money, it’s hard to get money.” Most organizations this size have much more funding, and we are not on equal footing with the people we are negotiating with. PACT has 3 staff members. Helwig hopes that at 40<sup>th</sup> anniversary would be able to announce how much stronger the organization is. She is hoping that by this time next year, we can double our budget, although the process necessary to get there is daunting.

Helwig attended the PACT conference in June. There were concerns expressed by some PACT members about Helwig’s attendance (related to “labour and management sitting at the same table”). There were conversations about Equity, and people were looking at Helwig to see her reaction. Helwig said that these conferences are very worthwhile for her to attend

A return of greater than 40% [48.5% final] on the Survey was announced, and Helwig stated that she and the funding agency were very proud of that very high return rate. Helwig attributed part of the Survey’s success to the intern who was called every member.

Helwig thanked Sarah Cowan, who had been working on the Jack King Scholarship revival. She had been working on researching celebrating the life of Jack King, and financial research, and how to let students and young design professionals know about the scholarship. In fall there will be further announcements related to the scholarship.

Helwig announced that the library project is now defunct because of the governments new funding priorities for that fund (now geared towards projects which favour “youth” as an audience).

Helwig told the membership that the chair of the jury of the Siminovitch Prize stated that the jury was “very pleased with the quality and range of nominees” for this year’s award to a designer. The ceremony will be held in October, and all ADC members will receive an invitation to attend.

Helwig updated the membership on the RRSP situation. A notice was sent out by Scotia McLeod stating that each member will now each be charged an annual fee of \$90. Helwig has negotiated with Scotia McLeod for a new plan that will cost ADC, and its members, nothing. There will be a number of small differences between this new plan and the current one about which Helwig needed to get membership input. Helwig explained that members will need to do nothing to make the change; there will now be the opportunity for members to review their portfolios online; members will now be able to buy GICs if they want, there is a lower minimum of \$25 per transaction (used to be a minimum of \$100). The cons are that the 800 funds we used to have to choose from will be reduced to 61 (but everyone in ADC is already investing in the range of the 61, so this won’t affect anyone); as well, right now ADC members enjoy monthly statements (when payments are made), but from the change on they will get them semi-annually – however, this is balanced by the fact that members will now be able to view their portfolio online whenever they wish, and by the new reports that Helwig sends to members upon payment of RRSP money to Scotia McLeod which began this RRSP season. Helwig asked for an endorsement to move ahead.

Kaelin asked why an arts organization would deal with Scotia McLeod, rather than something like the Metro Credit Union which is “arts-friendly”? Silver answered that, at the time ADC instituted the RRSP plan, Scotia McLeod may have been the only option for group RRSPs. Dolgoy added that it was very important that the institution was a national institution. Kaelin said that the people at the Metro Credit

Union “are very conscious about investments, and don’t exploit child labour, or the environment.” Henderson expressed his concern that Metro Credit Union is not national. Valerie answered that Metro Credit Union is “completely consolidated provincially,” adding that Credit Union members vote for the board annually, and that it is democratically run. Helwig stated that many banks and financial institutions were currently getting out of the group RRSP game, and the ones staying in were charging very large fees, but that she would be willing to investigate what the Credit Union could do for ADC.

Dolgoy asked the dollar value ADC members’ investments represented to Scotia McLeod. Helwig did not have the figures in front of her, but said that the monthly deposits were in the range of 15-40 thousand dollars. [She later revised this based on calculations, saying that while she has certainly had SM deposits in that range, the average monthly RRSP payments were around the \$8 – 10,000 mark].

MOVED by Kairiin Bright, SECONDED by Ted Roberts to endorse Helwig proceeding with investigation of changes in the current RRSP platform with Scotia McLeod, and to investigate other options including credit unions. CARRIED unanimously.

Helwig asked that members spread the word that Scotia McLeod will not be charging ADC members the \$90 that their notice stated. Helwig said that Scotia McLeod would also eventually be contacting members to confirm this once they have concluded negotiations with Helwig.

Helwig updated the membership that the application through the Department of Canadian Heritage to become charitable (with NASO status) is on hold, because of a legal disagreement between Heritage and the Canada Customs and Revenue Agency (CCRA). If we had proceeded we probably would not have been granted the status because of our certification in the federal Status of the Artist Act.

Phil Silver asked if a charitable umbrella would be beneficial for The Jack King Scholarship and Prague fundraising, so that we may issue tax receipts. Helwig said that there is a possibility of having a separate organization as a charitable branch or “arm” of ADC, but it would need to have a separate board. There was an organization called Communications ADC set up for Jack King, but it is in the process of being dissolved because the actual function was left to ADC, and it was not keeping up with its statutory filings and such. The Jack King Scholarship investments are included on ADC’s financial statements. The lawyer says that there would still be questions about the links of ADC and its charitable branch. The Department of Cultural Heritage believes that this will be resolved within the year.

Helwig told us that as part of Status of Artist act, it is our responsibility to negotiate with federal producers for designers. The National Arts Centre is the primary federal producer with which we can negotiate, but it is made simple because of our existing agreement with PACT (as the NAC is a PACT member, our PACT agreement is pre-existing, and PACT would fight anything ADC would try to have the NAC do differently). Because of our certification under the Act, non-ADC members working in English language theatre, as well as opera, dance, variety, etc. performed in any language at the NAC are under our jurisdiction. For non-ADC members we can negotiate to extend PACT-contract-like conditions, and the NAC is willing to consider this. This means that ADC will be able to get filing fees from all designers contracts signed with the NAC, and perhaps offer incentives for people to become members. Helwig is continuing to pursue this with the NAC.

After perusing some of the survey results, Helwig found that a request for health and dental insurance kept coming up. She had been doing research on this. She found a plan through ACTRA fraternal and Liberty health. ADC is not in a position to pay for this for members at this time, but we could offer this as an opt-in program. Helwig said that we can continue to investigate other options.

Dolgoy asked about the financial status of the insurance account, to which Helwig said that there was a surplus, but certainly not enough to pay for the dental/medical plan for ADC members. She said that ADC owes the insurance account some funds for what it borrowed against the surplus.

Helwig asked if we should offer the plan as an “opt-in” option even before we are able to offer it as a producer paid benefit (if indeed we are able to do so at some point). LePage asked if the members are already paying for their insurance, would it affect our negotiations when we ask producers to pay. Dolgoy pointed out that we needn’t tell producers that members might already be paying for their plan. Scott Henderson felt that we should offer the plan, because people are interested in it. Helwig said that this plan was among the most affordable she had investigated. Wolf said that if we offer it as an opt-in, people would start thinking about it, and we might be able to find a better plan “in the mean time.”

Valerie said that the DGC fees are approximately \$750, but when members go on honorary withdrawal the fees go down to approximately \$250, at which point insurance is one of the only benefits the DGC member loses. Valerie figures the DGC plan at about \$500/year. Ted Roberts pointed out that a number of members may already be covered. Opting in is much more likely than opting out.

Helwig informed the meeting that CCRA is looking very closely at the situation of artists being independent contractors but treated at times like employees -- Equity and PACT had to redesign many issues in the CTA because they made it look like an employment contract. One of these issues is producer paid insurance. Thus, ADC has to be careful in its planning with regard to insurance.

MOVED by Scott Henderson, SECONDED by Sue LePage to direct the Executive Director to continue to explore the issue of health and dental insurance and to present initial information to the membership for the next newsletter. CARRIED unanimously.

Helwig informed the membership that Equity is asking for a boycott of non-union shows in Vancouver and Toronto. Helwig read out from Equity’s press release. Silver asked, “Is Equity prepared to do for us?” Trenaman asked if the tours were using USAA designers. Henderson said that these shows were in big union houses. Kaelin said that DGC often finds an issue of reciprocity with the Directors and Actors. Immigration Canada is not helpful when DGC tries to support its art directors. Horn had a “problem with implication of Quality (in the press release), as it suggests that Equity shows are necessarily of quality, but this is not always the case.” Dolgoy suggested we pass this information to our members, and let Equity know that we did so and that we expect some form of reciprocity in the future.

Helwig told us that at The Canadian Theatre Conference last year, The Equity Millennium photo exhibit, that has toured, featured photos of Actors in costumes, on sets, in lighting with no credits given to designers. She suggested that ADC have a written policy about credit, and we must also credit the actors photographed in our own work when exhibited. Silver suggested that the place for this is in the contract. Henderson pointed out that there is a blank line in the contract in which we can fill in credit details. Chris Dennis said that the policing of billing clauses is difficult. Helwig asked if someone could help her with this issue. No one volunteered.

Chris Dennis suggested that we make the wording of the clause that can be added to the contract available to the membership. Mann suggested that ADC write letters to people with large holdings of designers’ work. Trenaman expressed that it is important to get “recognition for the designer period.” He suggested that we push members to fight for credit, and use our solidarity to strengthen our position. Helwig said that this “education or our members” would be “excellent newsletter material”, asking if anyone would be willing to develop something for the August newsletter.

Helwig told a story that a few years ago one of our members refused to allow a media call to be lit, after not being credited repeatedly by one company. Henderson mentioned that whenever he has had billing issues, he's resolved them without having to mention the contract. He felt the issue boils down to the awareness or lack of awareness in publicity departments.

Helwig told the membership about the new federal privacy legislation that will come into effect January 2004. This will affect some things ADC does. We will have to get annual written permission for the uses and gathering of personal information (contact information) for our membership directory. Theatres might not like us to have the bargaining tool of the contract database. The legislation relates to "personal information", so Helwig is investigating what exactly will be affected. Hopefully we will not need to get permission from theatres. If we do, we may have to put it in the contract during the next round of negotiations.

Helwig asked the membership for their input regarding what we should do with old contracts; they used to be sent to the archives in Guelph. Helwig says the issue is one of preserving history versus preserving privacy (as the contracts have information such as how much designers are making and their SIN numbers). Mann felt that "it is essential to keep this" and suggested that contracts be sent after a time limit (maybe five years) has expired. Silver suggested that the time limit be seven years, so that members can get copies of contracts from the Executive Director if they are audited. Dennis suggested sending just one blank contract, to which Phil Silver said that someone might need the contracts in Guelph if they were researching Martha Mann's career. Mann said that, seven years from now, she wouldn't care if people know that she "only got paid 50 cents for some show." Dolgoy said that Equity has a 30-year moratorium on some of its boxes, and suggested that ADC strike a committee to examine this issue.

Helwig resumed her report and stated that there will be something in next newsletter about changes to the CCRA. Theatres are very nervous. Dancers and musicians are experiencing a lot of changes. Many years ago, Equity members enjoyed a kind of "dual status" (they got both employee benefits and independent tax deductions). In the mid-70s Revenue Canada was told they could no longer do that, and were asked to choose; Equity held referendum and decided, by a relatively slim margin, that actors should be independent contractors. Now the CCRA is challenging this, saying they are essentially employees.

Dolgoy said that, after having read the parliamentary debates, he thought The Status of the Artist Act was supposed to solve all that. Helwig explained that the Status of the Artist Act covers "artists who are independent contractors", not "artists because they are independent contractors".

Helwig asked that members not apply for EI benefits if they are independent contractors as this has caused some trouble in the past. Marcroft asked if this applied to members who were independent contractors for part of the year, but who worked as employees of a theatre (like Shaw assistants) for part of the year. Helwig said that it was okay to apply for EI benefits if you were legitimately an employee, but of course you can only apply for the EI benefits for which you are allowed related to the time you were an actual employee.

Helwig had been asked to get comments from the membership about the Royal Society of Canada. This inducts fellows, with a strong bias to mathematicians and scientists. Governor General Adrienne Clarkson suggested strongly something that inducts artists. "Academy Four" is something that has been proposed for artists. They are asking whether ADC thinks this is a good idea. Horn said, "a resounding positiveness is detected in the room." Mann expressed a concern that when "more of these things handed out, it becomes less of a big deal." Silver said that two members of the society have to nominate a new member, and that if we have more members in it, we will have a larger jurisdiction and more influence.

MOVED by Trenaman, SECONDED by Kaelin to accept the Executive Director's report as presented. CARRIED unanimously.

## **BREAK**

### **Regional and Committee reports**

Horn said that we would see reports by Scott Henderson, Kairiin Bright, and others in the newsletter.

### **Financial Report**

Helwig stated that there were two sets of statements, and reminded the membership that this was the case because last year's AGM was earlier than usual (due to the Canadian Theatre Conference), and the bookkeeper and auditor were not available for the earlier work and the 2001 statement was deferred by a vote at that time.

Helwig took the membership through the statements. She explained that in 2001 our income was almost exactly what was expected, but expenses were higher. General operating expenses were the same or lower, but projects expenses were higher. There were also high amounts of bad debts – money not collectable and therefore written off. We also had certification expenses (related to hearings in front of the Tribunal which were successful). She pointed out that ADC did not have a lawyer representing us at the tribunal whereas many have two – we made due representing ourselves as it was our only choice financially. Unplanned-for expenses (including the accounting of depreciation for the computer and the repayment of large amounts of past filing fees due to the problem which came to light that year) also affected the 2001 statement. There was a deficit in 2001.

2002 income was almost precisely as projected. Travel expenses went down because we had a travel grant for the theatre conference. Computer and copying expenses increased primarily because the bookkeeper's charges got moved to that section at her suggestion. Contract expenses were high as ADC had to copy all of the contracts for members previous to the AGM for voting. Legal fees included Quebec Commission expenses, the filing fee situation, and research into charitable status. Expenses relating to the Ottawa exhibit were listed under PR. Helwig thanked the NAC for waiving IATSE expenses for exhibition set up and strike, and Kairiin Bright for keeping costs low. 2002 ended in the black.

Helwig explained that ADC is projecting potential deficit for 2003. We have cut our potential deficit in half with help from the Board and members, but significant work still needs to be done.

Dolgoy asked where the loan from the insurance should be found on the statement. Helwig said that it was not on the statement, but did appear on the books. Dolgoy explained that we had an agreement with PACT not to use the fees for other use than insurance, and expressed concern at being asked to approve the auditor's financial statements when something appears to be missing. Helwig explained that she is certain it is not "missing", but perhaps not accounted for in a way that is obvious at the outset. At Dolgoy's request, Helwig said that she would ask the auditor where this in the statement, and report back to the membership.

MOVED by Dolgoy, SECONDED by Mann to have the Executive Director report to the next board meeting on the method for accounting the outstanding loan owed by operating revenue to the insurance fund. CARRIED unanimously.

Dolgoy suggested that we use CD-ROM or Internet to take down photocopy and postage charges. Helwig pointed it out that a significant number of ADC's members do not have email or choose not to use it for ADC communications, and that costs for producing a CD-ROM are being investigated and funding sought, but that the initial costs would be higher than photocopying if we couldn't find external funding. She explained also that, to fulfill statutory obligations, it is her understanding that ADC must provide a copy of what is to be ratified (i.e. the contracts, the standards document etc.) to every member, and that in some cases providing a link to that information to be downloaded is not legally sufficient.

Helwig suggested that ADC should investigate ways by which ADC could get members to file ADC contracts for every contract (even small shows or with those organizations who refuse to sign ADC contracts), since we don't have the resources to police, and we don't currently enforce a penalty for not signing ADC contracts. Helwig said that filing fees should be higher, and would be if everyone did as they should and paid fees on every contract signed. No suggestions came forward.

MOVED by Silver, SECONDED by Dolgoy to accept the 2001 and 2002 audited financial statements as presented. CARRIED with one opposed (Kaelin).

Dolgoy asked what accounted for the jump in sales for the Standards, Helwig responded by thanking Dolgoy for putting it on the reading list for his course at Ryerson (as it was Ryerson who paid for the Standards).

MOVED by Sholem Dolgoy, SECONDED by Martha Mann to approve Robert Hambley as our auditor for another year. CARRIED.

MOVED by Sue LePage, SECONDED by Ed Kotanen to approve the remuneration of the auditor for \$750 plus tax. CARRIED.

### **Proposed By-Law Changes**

Horn advised the membership that "we have been working on this since 2001. We have had a committee and considerable legal advice. (The changes) have been agreed to in principle by the board as a whole. Horn asked for a motion to accept the by-law changes.

MOVED by Kairiin Bright, SECONDED by Chris Dennis to approve the changes to by-laws as presented. [later removed]

Kairiin Bright suggested that in clause iv.a.7 we add "or by teleconference" to read "Any meeting of the board may be held at the head office or the Association or by teleconference or at such other place as the majority of Directors may determine."

Ted Roberts told us about some of the recommendations the BC membership had come up with at the BC regional meeting. There was a concern regarding iv.c.1 and iv.c.2 about the loss of the regional charter, and whether the board can represent regions without regional charters. It was further suggested that the board be reduced to eight instead of seven. (At this point Helwig interjected to say that it was accepted practice to have the number of board members be an odd number for voting purposes). Ted continued, saying that the BC membership had suggested that regions be represented by numbers in the membership. For example, if 15% of the ADC membership resided in a region, that would guarantee that region a representative on the board. If a region did not comprise 15% of the membership, it could join a similar region for the same purpose. There was concern expressed about the proposal by the BC members to tie

representation on the board to a minimum percentage of the membership in the region, as that would either mean that vast areas of the country would not be represented at all, or that the percentage number would be so small as to not be valuable for the purpose.

Silver said that he understood Roberts' and the BC membership's position and that the seven board members should be representative of the membership. Horn explained that this was indeed the overall intent of the changes – to ensure that the membership is both adequately and correctly represented (much better, in fact, than the current charter idea allows).

Dolgoy explained that the origin of the idea behind the charter “was to get the organization functioning outside Toronto.” The original discussion looked at ways of guaranteeing democracy, as well as other concerns and balancing a small organization with adequate representation. Kaelin suggested that the word charter be struck, and the regions should be called caucuses.

A suggestion was made that perhaps the regions should be broken down differently – into something like “BC, Prairies, Ontario, and Eastern Canada”. Helwig reminded the membership that the Board presented exactly that option at the 2001 AGM, and it was voted down. She also noted that BC has the second highest number of members, so it would follow that – assuming the clause already in the by-laws (which speaks to ensuring adequate representation) works as it should – BC would never lose its ability to be represented on the board.

Horn asked if it were possible that regional reps function outside the board.

Scott Henderson told us about his situation in which he represents both Manitoba and Saskatchewan. There are only two members in Saskatchewan at the moment. He expressed the opinion that every province cannot reasonably be represented on the board, “particularly when all regions don't have active members.” However, it was also said that ADC should not ignore the needs of designers in regions that are not well populated, and that could happen with a strict “representation by population” direction.

Helwig said that it was clear from the discussion that at least one portion of the new by-laws may not be able to be passed at the AGM. She suggested that perhaps ADC could host a mail-in vote. Dolgoy asked if deferring part of the by-law change would cost the organization any more money. Helwig said it would cost whatever the postage, paper and time would cost to have the mail-in vote, and also, “if we submit additions now, and changes later, we have to pay additional \$200 to the Ministry for the additional changes filed.” She explained that the membership could not write something completely new at this point and vote on it at the meeting without giving the rest of the membership the statutory 30-days notice.

Horn and Helwig pointed out that if we do not pass the by-law changes, we will not have enough people on the Board to move forward based on the current by-law definition.

Henderson pointed out the fact that since there is no definition of what constitutes a charter, one member in Sudbury could proclaim Sudbury a region and they would then would have to be on the board. Another member noted that some other area with a large number of people could wish to organize as a region, but because there was no process laid out about how to do this or what ADC needs to do to “recognize” them, there wouldn't be an easy way to do what would be entirely reasonable. Helwig agreed, and said that ADC has to be flexible and responsive enough to recognize that “regions” may not be defined by set geographical borders – surely the needs of designers working on tiny independent productions in Toronto and those working at the Stratford or Shaw festivals are vastly different, but they are currently both served by the Ontario representative. If the membership approves the suggested

changes to the by-laws, the ADC membership could consider its own needs and form “pockets of need” based on discipline, for example, or based on regions that are not easily separated from one another by politically-drawn borders.

MOVED by Kairiin Bright, SECONDED by Chris Dennis to approve the changes to the By-laws as presented as a whole. DEFEATED, with 1 in favour (Bright) and two abstentions (Mann and Dennis).

MOVED by Sholem Dolgoy, SECONDED by Martha Mann to approve the By-law “Additions” as presented. CARRIED unanimously.

MOVED by Martha Mann, SECONDED by Ted Roberts to approve the “Other Changes” to By-laws as presented. CARRIED unanimously.

### **By-laws to be amended:**

Helwig said that we could write amendments to the by-laws at the AGM that could be mailed out to the membership in the coming weeks. Dolgoy suggested that the issue is “too complex to solve now”, and Kairiin Bright suggested that the regional representation issue go back to a committee that includes BC members. LePage suggested that we propose “something for people to respond to... in consultation with them [the members from BC].” Horn reminded the membership that this had already been put to a committee (at the 2001 AGM), and that the committee’s resolution and the legal advice ADC received should not be discounted. When asked by Horn who would be a good candidate for such a committee should it be necessary, Ted Roberts suggested Alan Brodie. Horn also felt that Ted Roberts and Marsha Sibthorpe would also be good.

Horn explained that in the reworking of the by-laws, ADC tried to maintain importance of the fact that the board represents the organization and the country as a whole, but he understands the contentiousness of the issue.

Silver suggested that the representative of a region need not be from a region, as long as the members of the region know whom they can call that has the mandate to represent the interests of their region. Ted Roberts expressed the wish in BC that the representative of a region be selected by the members of that region. It was explained that this is the function of opening nominations up to the membership and voting for a board slate at an AGM – so that the members can choose who represents them.

After some discussion, Phil Silver suggested the addition of this clause: “In total the board membership shall be as representative of the association’s membership – both geographically and in terms of design discipline – as is possible through the endeavors of the nominations committee, the board of directors, and the membership.”

MOVED by Phil Silver, SECONDED by Valerie Kaelin to strike the last sentence of iva4 b, and add the above wording to the clause, pending membership ratification. CARRIED unanimously.

In reference to the proposed deletion of the clauses about regional charters, Dolgoy said, “what we are struggling with is words on a page versus the warm bodies of people who are willing to do the work. That becomes the key issue.” He and others pointed out the difficulty of enshrining something in the bylaws when instead it is important to have people who are willing to be an active board member with the interests of the organization, and its membership, at heart. In strong support of Dolgoy’s statement, it was

pointed out by more than one person that some Board members have remained on the board “by default” just because no one else in that region was willing to do the work.

Horn noted that BC is very well represented on the board by Alan Brodie, and that “Alan’s tenacity will serve BC well”. Horn stated that his recent report brought forward issues that the Board did not know about before – “we heard rumblings, but the issues were never brought forward to the Board in this way before now.”

Dolgoy asked whether people were focusing on the potential loss of clauses iva and ivb without having something to replace them. Helwig explained that they do not require a replacement, as the clause voted on at the 2001 AGM and refined earlier in this meeting (about having the nominations committee, board and membership ensure representation) is already in place. Silver asked what the impact would be of striking these two clauses and leaving the rest. Helwig explained that it would re-enforce and make stronger and more clear what was already voted on, and that all the removal of these two clauses would do is remove the idea of the “charter” (which is a legally troublesome issue) and leave what is already there, which is the ability for the membership to have the representation it wants and works for. Silver agreed that it makes most sense to strike the two clauses about regional charters and keep the rest; he noted that striking those clauses does not remove representation from BC or any other region. He asked why BC members want ADC to “impose” representation from the top down rather than ensuring the representation they want through nominating and voting from the bottom up?

MOVED by Phil Silver, SECONDED by Sholem Dolgoy to pass the by-laws, as amended in the previous vote, pending membership ratification of the amendment. CARRIED with 11 abstentions (Ted Roberts +10 proxies).

Helwig said that she would send something out to the membership for ratification as soon as was possible (pending receipt of the minutes from the Secretary and being able to develop something to send). Dolgoy asked that the minutes be available or that there be an explanation sent out to reassure BC members that the proposed changes do not limit or undermine their ability to be represented on the Board.

### **Election/Acclamation of Board Members**

Horn acknowledged the work of parting board members and thanked them for their service: D’Arcy Poultney and Kathleen Irwin who left during their terms, and Kairiin Bright, Kevin McAllister, Aisling Sampson, Robert Shannon, and Allan Stichbury who are leaving as of this meeting, which signifies the end of their term.

Horn read the slate of board members for the 03-04 term: Alan Brodie, Christopher Dennis, Scott Henderson, Dennis Horn, Martha Mann, Sandra Marcroft, and Brad Trenaman.

MOVED by Ed Kotanen, SECONDED by Ted Roberts to accept the slate as presented. CARRIED unanimously.

### **Ratification of the Independent and Dance Contract**

The new Independent and Dance Contract was presented.

Dolgoy explained that the initial template for the contract was made when designers were being underpaid. He suggested that we might want to “strip it down to its essentials”, and make it easier to fill in. The climate has changed, and some designers/producers might not want to fill in all that paperwork. Bright said that she felt that the contract was already streamlined. There is less paper to be used in the actual bargaining process because the clauses are separated. She added that separating the clauses “makes it less intimidating for the producer.” Wolf said that she usually fills in the spaces herself because small companies do not know how to do it. She asked about the possibility of workshop to teach people how to fill in the contract. Kaelin agreed that this was a good idea. Silver pointed out that anything we cut from the contract could be a “bone of contention” and didn’t understand “why we would want to let go of protections.” He added, “Designers who do not sign these contracts are putting themselves at risk, and deserve what they get.”

Roberts told us that at the BC regional meeting it was suggested that, on page 2 it read: “It is understood that this agreement is in consideration of the Designer’s services for the conceptualization, specification and general supervision of the execution of the original design, or the interpretation of a previous design concept whether by the designer or a previous designer.” Roberts asked for clarification of page 24, line 5. He asked if this meant that if the designer’s design is not used, the designer would still get credit. Dolgoy answered that it did not mean that. Roberts further asked that, on page 25, the repertory royalties should be in line two of the royalties clause, “because it shouldn’t be assumed that repertory companies will not be paying royalties.”

Roberts pointed out that under billing, on page 34 the empty lines are often used to pencil in “at discretion of the theatre”. Henderson’s suggestion was that, in the event that the theatre does pencil in those words, we simply don’t sign it.

Silver suggested that we put the provision for the bond on last page, “so that people see it when the fill out the check.”

When asked by Chris Dennis whether this contract would be available on line, Helwig said that it would be, in an online “fill-out-able” format.

MOVED by Scott Henderson, SECONDED by Martha Mann to accept the Independent / Dance contract with the amendments to be communicated to the membership. CARRIED unanimously.

Martha Mann suggested, as the meeting was running late, that Silver be invited to the next board meeting to discuss the Prague issue. Dolgoy said that he would also like to be part of that conversation. Silver promised to keep the Prague discussion short, and said that he would like to come to the next board meeting.

### **Ratification of Updated Standards and Working Procedures**

Dolgoy suggested that the original date June 8, 1987 be on the first page of the Standards.

Dolgoy, Silver, LePage and others suggested minor rewording changes.

Dolgoy asked about whether people wanted to put the stamp on renderings, pointing out that costume designers sometimes resell the artwork. Kaelin suggested that the designer would mount the drawings in such a way that the matte would cover the stamp, if desired. Helwig pointed out that there was no size

defined for the digital stamp, and that designers using the digital stamp could make it as small as they wanted.

Dolgoy suggested that, under lighting design we add the word “texture” to read “direction, texture, colour, intensity.” Helwig said that this would have to be added to the contracts as well.

Sholem Dolgoy pointed out that, under Lighting Design, Approved Design the “Commencement of...approval of design,” does not make sense for Lighting Design, and “does not belong in The Standards”.

MOVED by Sholem Dolgoy SECONDED by Chris Dennis to approve the Standards and Working Procedures as amended. CARRIED unanimously.

Phil Silver suggested that the Standards on the website be password protected so that we can make money by selling them. Sandra Marcroft didn't think that ADC should force prospective members to pay for the Standards that they need to make sure their portfolios will pass review.

#10 on the agenda (Discussion of Upcoming Initiatives and Issues) was tabled.

### **New / Other Business: Prague**

Phil Silver read a letter written by Allison Green (who expressed disappointment with the Canadian exhibition in Prague and ADC's relative lack of involvement), and said that he agreed that what was shown in Prague was not the best in Canadian Design. Dolgoy pointed out that the Quadrennial only includes Set and Costume design, to which Silver said that there were soundscapes included as well as “some stuff of interest to lighting.” Silver described the student exhibit, “scenofest”, and “A Lear for Our Times”. He described the Prague Quadrennial as a major world event and stressed its value to ADC and to Canada. He urged ADC to begin now and start working hard toward the 2007 exhibition.

When Dolgoy said, “Ron Morrisette [the Prague Commissioner for Canada] said that we (ADC) don't represent Canada”, Phil Silver said that OISTAT had changed their by-laws so that a nation can have more than one OISTAT centre. Helwig explained that, unless OISTAT changes its membership requirements, ADC can not become a member (or, therefore, an official host of Canada's Prague exhibition) because, as Kairiin Bright assured us, OISTAT only accepts organizations that do not have membership restrictions (which ADC does as a professional association).

Silver said, “If we have this breakdown between APASQ, CITT and ADC in the next four years, I will join APASQ. It is appalling that we are not properly represented at Prague.” Horn retorted, “It is also appalling that we do not get provincial funding”, which APASQ does, at huge levels, allowing them to participate in things like this without jeopardizing the rest of the organization's priorities. He explained that when ADC was approached by CITT with CITT's plan for the 40/40/20 split (40% of the Canadian exhibition for ADC, 40% for APASQ, and 20% for Cirque de Soliel), we protested it strongly, but CITT decided to do it anyway. He explained that it was decided by the Board of Directors that no money be spent by ADC on Prague until funding was secured and received for that purpose; no money came from CITT, and the ADC committee that worked on exhibitions did not fundraise for Prague. Horn stated that ADC simply could not put itself in the situation that CITT did – he reported that they didn't receive any funding at all for the exhibition and that they paid for it with a line of credit.

Horn stated that ADC did and would continue to believe that it is important that Canadian design is appropriately represented in Prague, but that the issue always comes down to this: who is the person that is going to take this on as a responsibility and see it through? Silver said that he will be busy for the next four years and therefore could not work on the 2007 exhibition, but promised to offer his services to help organize Prague exhibits after his retirement as Dean of the Fine Arts department at York University for the 2011 Quadrennial.

Trenaman pointed out that we have less than two years until the USITT world exhibit in Toronto, to which Silver said that was “every man for himself.”

Silver suggested that ADC begin “working with various agencies now and start working on the funding (for Prague).” Dolgoy explained “You have to acknowledge what Dennis (Horn) said, and the history of the past 25 years. It is very difficult. Unless people are willing to actually do the work, the situation will just get worse.” Helwig also pointed out that most funding agencies would not readily accept applications from ADC for this as ADC is not the “lead organization” (in grantsmanship terms). Even if an application from a “non-lead” organization would be considered, it would be in direct competition for the same money that CITT – the “official” lead organization – would be applying for. If OISTAT does not change its membership terms, the most ADC could officially do is jointly apply for funding in concert with CITT, with CITT acting as lead organization (with the responsibility and authority resting entirely in CITT’s hands).

Silver insisted that ADC has “to work quickly to get Canadian work represented.” He suggested that ADC put an exhibit together of the best of Canadian Stage Design to be held a year before the next Quadrennial, and from that have a curator choose works for Prague. Horn pointed out that this is exactly what was attempted this time – calls for entry were made for the Ottawa exhibition was held a year before the 2003 Quadrennial, and ADC and CITT worked out the details together and agreed that the Ottawa exhibition would be the “preview” to the Prague exhibition, but very few designers contributed, and CITT went on its own later anyway and came up with the 40/40/20 split, changed ideas related to theme etc., and without ADC’s knowledge or consent, allowed other people (who did not exhibit in Ottawa) to participate as a part of ADC’s 40%. Horn also pointed out that a number of the original presenters in Ottawa chose not to participate in Prague as they felt that it wasn’t being organized well by CITT and they were concerned about their work. Silver said that if the Ottawa exhibition didn’t have enough entries, there should have been a curator who invited people to send specific things to make a really good show from which Prague submissions could be juried. Horn stated again that it comes down to people willing to do the work.

Silver asked if there would be any objection to him talking to Pat McKinna (Executive Director of CITT). Horn said that Helwig had asked Pat to write a report for the next newsletter.

Horn asked if there were any volunteers to help with planning for the next Prague Quadrennial. No one volunteered. Roberts suggested that Alison Green might be interested because of her contact with UBC. He also suggested that we send Ron Morrisette a thank-you for his work and get off to a “fresh start”. Helwig asked for wording for the letter, and Phil Silver promised to send her something.

### **New / Other Business: Jack King Scholarship**

Kotanen said that he knew that the Jack King Scholarship is being revived but asked why ADC is proceeding if there is not more money than there was when it was interrupted before. Helwig explained that there is money in the fund “even if it is just a few hundred dollars for a young designer or student.” She said that investment people are advising us on how long the existing money will last if we spend a

certain amount every two years, and in the meantime she will stay on top of the charitable status situation previously reported. Kotanen asked how he could help more, and whether he get in touch with the former jury; Helwig said yes, and that with Kotanen's approval, a call would be put out for other jury members as well.

MOVED by Brad Trenaman, SECONDED by Phil Silver to adjourn. The meeting was adjourned at 6:25.