

*** DRAFT until approved at 2007 AGM ***

MINUTES

ADC Annual General Meeting 2006

Saturday, June 24, 2006 1pm

Discovery Centre, Festival Theatre, Stratford Festival of Canada – Stratford, ON

Present:

Dennis Horn
Christopher Dennis
Kelly Wolf
Scott Henderson
Heidi McDonald
Peter McBoyle

Alison Green
Louise Guinand
Martha Mann
Charlotte Dean
Sholem Dolgoy
Patricia Flood

Michael Walsh
Sherri Helwig

(21 members in good
standing by proxy)

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1. Call to Order
 2. Attendance and Presentation of Proxies. Horn asked that everyone introduce him or herself. Helwig noted that 21 proxies were eligible and not spoiled, and that with those present in person and by proxy, quorum has been reached.
 3. Approval of Agenda.
Some small changes made to order of agenda. MOVED by McDonald, SECONDED by McBoyle to accept amended agenda. CARRIED.
 4. Approval of 2004 and 2005 AGM Minutes
Changes to be made to 2005 minutes, which Dolgoy offered to draft and present later in meeting. MOVED by Dean, SECONDED by Mann to table approval of 2005 minutes to end of meeting. TABLED.

Changes to be made to 2004 minutes, which Flood offered to draft and present later in meeting. MOVED by Walsh, SECONDED by Dennis to table approval of 2004 minutes to end of meeting. TABLED.

5. Administrative Reports

1. President's Report

- a) Dennis Horn announces that Sherri Helwig, Executive Director, has tendered her resignation. He reads her letter to group (attached). President and Executive Director leaving at same time creates an issue over leadership for ADC. No one has stepped forward as president. Board will nominate an interim president. ADC needs to work together to move forward.

ADC wants to thank Sherri very much for her seven years of hard work; she will be missed. We also appreciate her willingness to help guide ADC through this next transition.

b) Copyright. Much concern over past few years of designers not being able to use photos of own work due to new rules. ADC trying to get presidents of Equity, PACT and Playwrights Guild to discuss together (rather than staff driven discussion) and letter to presidents sent near Easter. All orgs must discuss together in open, unguarded manner. Equity wanted ADC to talk to them first so PACT couldn't "railroad" the discussion. Dennis stated that Susan Wallace at Equity wrote that she would "look after us" during recent CTA negotiations, but it's not clear what that means. The overriding issue is that Equity won't let designers use photos without actor credit, but Helwig noted that it is publishing photos in its own online newsletter without designer credit. Only response from presidents was from Henry Gautier, Equity, dated in April, but received this week. The letter basically says it would have been inappropriate to meet during the CTA negotiations with PACT, but does not show interest in starting talks once negotiations were complete. Equity will complete it's ratification process of the CTA in September, and ADC will again try to reopen discussions after that. Dennis also stated that the team should bring the copyright issue up again at the next ADC/PACT contract negotiation.

Dolgoy stated that in conversation with Susan Wallace she admitted a change was coming regarding copyright in new CTA but didn't give details.

Board will draft a form letter to Equity to be sent to all members, that members can use to complain if one of their designs is published without credit. Suggested that in the mean time do what Equity does and use photos without actor credit. If they complain show them their own newsletter, where they don't credit designers.

MOVED by Dolgoy, SECONDED by Guinand to accept President's Report. CARRIED.

2. Executive Director's Report

a) Website. Helwig called on members to submit copyright cleared photos, or scans of designs to be included in the webpage (for rotating photos on front page). New site currently only active through link available through office. There will be an area for web based discussion, to be complemented with further email discussions, and a section for announcements to members.

Possibility for online database of contracts that members fill in, however auditor has confirmed they need contracts mailed too, so the Board will need to revisit this decision..

b) Auditor. New auditor. As ADC is not-for-profit, it must be audited annually. Previous auditor was \$749/year and was not following rules as the new auditor laid out. New auditor will cost \$9,000 for two years, but cost will decrease as part of this is cost of learning how this association works etc.. Future budgets estimated at \$3,000 annually.

Dolgoy asked whether the auditor using more rigorous standards than ADC needs? Helwig replied that they are not, that they are following the standard, necessary rules as laid out by their Institute and the Corporations Act.

Auditor recommendations to board included more bookkeeper hours which board will look into ASAP.

Sherri's time this year primarily taken up with day to day running of office, contract filing/work, PACT and NAC negotiations, financial reports and audits.

MOVED by Flood, SECONDED by Mann to accept Executive Director's Report. CARRIED.

3. Regional, Committee and Specific Initiatives

a) Helwig reported that 75% of members have returned forms for permission to gather and track contract information, with only one NO. Board will split the list of remaining members and call them. Annual permission is required, however once a member has agreed, it is sufficient to have an opt-out policy so long as the membership is reminded of it clearly on annual basis. Template for database designed but Sherri needs input from members of what works and what is missing. For instance, when does info become public? We cannot keep info of designers who opt out because cross-referencing can occur, even if only for public in future.

MOVED by Dolgoy, SECONDED by Guinand for board to get legal advice on gathering database information for archival purposes, even without permission, so long as there is no link to designers' name. CARRIED.

4. Financial Reports

Helwig reported that the board has approved a deficit budget for 2004 and 2005. The recent trend is less revenue in last few years, (this is a difference between income and expenses: ADC is not heading for immediate bankruptcy). However, she cautions that the board CANNOT approve a deficit budget for 2006 or 2007 or this may change.

Dolgoy asked if ADC does go bankrupt, will money in the insurance trust be lost? Helwig replied that insurance funds are not technically in a trust account. Jack King Award funds, (\$19,000 or so) are protected as that money can only be directed to the winner of the award. She noted that there is a large amount in bank for insurance not being used, and RRSP's for members who have not signed forms. Approximately 20 members who have not signed Manulife forms have been sent letters and still haven't signed forms, and ADC should not be holding this money, but also cannot forward it on without signed forms.

Dean stated that it is important to have those members sign Manulife forms before 2006 year end, even if other members have to go to their houses to help them.

Dolgoy stated that ADC should give insurance money back to PACT / Theatres – that there was no written, but definitely a verbal agreement that insurance money should only be used for insurance. Helwig stated that auditor mentioned an agreement needed between ADC, the members and theatres for a plan for insurance, and that the board was responding to an auditor's recommendation about these funds.

Walsh stated that IATSE writes cheques to members once a year to send them unclaimed RRSP money. Helwig stated that ADC has been told there are difficulties with doing this. Equity tells members that after a certain period of time the money is Equity's – for ADC to do this would require a court order.

The membership asked that the following questions be asked of the auditor:

1. 2005 financial statement, page 7 – Restricted Funds note – Repayment is not a loan. Confirm this.
2. Same page – What is loan from operating fund to security bonds?
3. Filing fees from 2004 to 2003 huge decrease. Reason: less contracts filed by members (ADC designers using non-ADC contracts), plus old numbers massaged by new auditor. Confirm with auditor all reasons for this drop.

Financial statements will be sent out to membership once these questions answered.

Other Financial Statement Comments:

A member asked about 2005 statement, page 4 – Bad debts; why are they so high? – Higher now because unpaid member fees now written off, in past years we waited because members taking so long to pay. RRSP bad debts also now written off.

MOVED by Flood, SECONDED by Henderson to accept 2004 & 2005 audited financial statements with clarification of our questions received within two weeks of AGM, and approval by members within 30 days of sending financial statements to membership. CARRIED.

MOVED by Wolf, SECONDED by McBoyle to reappoint Segal LLP as auditor and approve annual remuneration for auditor fees at a ceiling of \$4,000 inclusive of taxes. CARRIED.

5. Dues Increase

Wolf stated that the board wished to make a bylaw change for dues increase (which will not affect filing fees), and to review this every three years.

MOVED by Wolf, SECONDED by Dennis to “Increase yearly dues to \$200 per year beginning January 2007, and to have an automatic 2% increase (rounded down to the nearest dollar) annually following that, to be reviewed in three years.” CARRIED.

6. PACT / ADC contract

Dolgoy stated that a year ago ADC tried to find middle ground with PACT regarding minimum fees. Our day-to-day culture as artists is constant negotiation with management. After 2005 AGM, negotiation committee met just after Christmas, made some progress, shook hands on revised joint letter. PACT ratified contract and letter.

Recently, a senior ADC designer was negotiating a contract for musical with large theatre company. Presented with offer that was \$1,000 less than previous years' fee for a non-musical contract, and was told that minimum fee was new “national standard”. No initial talk of scope and scale. Designer eventually accepted contract after negotiation and some movement (but not enough) on fee. This is exactly what we didn't want, and what PACT stated would NOT happen.

PACT's unofficial opinion is that this situation with these designers isn't good, and that ADC should ratify and review if there is a trend of this happening. What is a trend? Dolgoy's personal opinion (NOT his opinion as chair of negotiating committee) is that this is unacceptable, and that we should not ratify. If don't ratify, the negotiation committee will take minimum fees off table entirely until PACT can prove genuine discussions of scope and scale will be possible between designers and theatres. In response to a question from the membership, Dolgoy stated that he did not foresee a lack of faith in committees if ADC doesn't ratify. If we reject, send letter Monday to PACT to begin negotiations again within 120 days. Helwig suggested that we state clearly that the lack of ratification is not a reflection of lack of confidence in the negotiation teams. Walsh stated that we are confident we can come to a swift resolution.

PACT's Annual General Report read by Horn. Report states that ADC didn't ratify last year because contract “didn't go far enough,” rather than explaining the real issue of ratification pending a signature on the jointly-created letter.

Dolgoy asked: If we don't ratify, do we hamper young designers? Dean responded: No, many young designers already making more than proposed minimums. However, these fees probably including young designers wearing more hats per show. Proposed minimums an improvement in B.C., however. If situation happens again to ADC member then ADC

should send a call out to all ADC members and ask that no one else takes the show. However, there is no current way to enforce this, AND THE SOLIDARITY IN THE ORGANIZATION MAY NOT BE STRONG ENOUGH.

Eight proxies held by present members to go with that member's vote. 15 proxies already voted. Straw vote held. MOVED by Wolf, SECONDED by Guinand to call the question.

MOVED by Henderson, SECONDED by Guinand to vote to ratify the changes to the ADC / PACT contract.

Vote: 21 members (all members present) + 3 proxies OPPOSED = 24
12 proxies FOR

CONTRACT REJECTED.

MOVED by Dean, SECONDED by Wolf that negotiating committee be instructed, during next negotiations with PACT, to not discuss minimum fees until and unless PACT can guarantee meaningful scope and scale discussions between individual theatres and individual designers. CARRIED.

Discussion regarding contract:

1. Dolgoy stated that despite PACT's belief, this contract is not a collective agreement, but a blank template collectively negotiated but not in force until a designer and a theatre negotiate individually.
2. 2005 AGM wouldn't ratify without joint letter, and PACT has shown now it cannot follow the letter: "Designers have expressed frustration at the perceived inability to have a meaningful discussion about scope and scale at the time of contracting for a production. PACT acknowledges ADCs request for help to foster a culture that supports meaningful individual negotiations on scope and scale." The recent issues our members are facing show that PACT cannot help foster this culture.
3. Michael Walsh has had recent negotiation with theatre who alluded to offering minimum fee as outlined in new contract. Much discussion and concern that PACT members will take these minimums as the new national standard and that scope and scale are seemingly not part of discussions.
4. ADC does not detect a shift in the culture of theatres to be able to discuss scope and scale to make minimum fees work.
5. PACT must devise mechanism that they as an organization change culture of these discussions.

Dolgoy stated that when this all started: ADC brought to table minimum fees idea and it was strongly rejected by PACT. Next negotiations, PACT brought minimum fees to the table, suggested a working group of both organizations to monitor trends. Next negotiations – working group meant PACT telling ADC the new minimums w/no input accepted from ADC. Now, after all that, no discussions of scope and scale.

*Office will notify PACT by Tuesday of rejection. Letter to include wording along the lines of, "Our recent experience is that the shift in culture of scope and scale discussions, essential for members to ratify this contract, is not present. Therefore, we regret that we cannot ratify the contract. At this time we formally ask that you return to the negotiating table within 120 days as specified in the current agreement."

7. Strategic Planning

Wolf reported that the strategic planning committee is basically the board at this point. She wrote an update, which was published in latest newsletter. Three strategic planning

consultants were contacted; one was interested and available: Jenny Ginder. Ginder stated that four basic points need addressing: Leadership, Developing Membership, **(Kelly please help me fill in what other 2 are as I missed them)**. \$3,000 budget for this year includes 4 days of work with planner: 1 day w/board, ½ – 1 day to research, 2 days of how to proceed. 2007 budget to come out of planning meetings, how do we use money to reduce deficit and strengthen ADC. Kelly to contact planner with AGM notes. Future focus must also include bookkeeper money, and new office administrator. Current budget ONLY facilitating running of office, negotiations, etc. and Wolf would like there to be more. Would LOVE more involvement from membership. Will resume planning talks in fall.

Dolgoy stated that the core business of ADC is office services so must have that, and that the priority must be member support.

Wolf stated that ADC must make those core services of interest to new members.

Dolgoy stated that ADC should properly interview the consultant and check references - make sure planner doesn't just spit back to us our own ideas, but gives concrete solutions that don't just involve fundraising. Newsletter page is perhaps 50% of what planner could do, need good work for our money. Designers are great at ideas, don't have financial resources to support them. Helwig suggested that Wolf work with the Board and Helwig to make a list of ADC's challenges to complement the other list, and give to consultant.

8. Inde/Dance Contract

McDonald reported that she and Alan Brodie worked on a new digital version of the Independent/Dance producers contract, with the understanding that this contract should be the primary contract with all of the ideal information and that PACT negotiations can follow it. More work will be done in coming months, but for now the changes include a new Microsoft Word format instead of pdf, two pages of fields at beginning of contract, locked document with fields at beginning linked to contract so filling in first 2 pages fills out contract for you. If you click on contract, will take you back to field on first two pages. Because locked, cannot make changes to bulk of contract. Added to Schedule C – pmt sched, extra line for additional payments, ie: accommodation allowance. Helwig stated that there were also some new changes in Inde/Dance Standard Clauses.

Dolgoy stated that it should be looked at closely by someone with Dance and Opera experience, and that Opera could be added to the header on first page. Allow space to add a rider, but Helwig cautioned that there should be a statement that clearly says that any rider cannot override anything in contract or standard clauses. Add clause re: opening night tickets. Educate membership about filling out own contracts as this gives designer more control.

MOVED by Dolgoy, SECONDED by Henderson to accept new Inde/Dance contract.
CARRIED.

9. Election / Bylaw Changes

1. Henderson brought forward proposal to add to Bylaw Article IV.14: "Upon resolution of the Board and ratification by the membership, one or more advisory position(s) may be added to the Board of Directors for the purposes of giving advice to and consulting with the Executive and Board of Directors. Such additions will not affect the official number of board members nor the quorum required for meetings. The term of appointment shall be one year, and such advisor(s) may be removed before that time by a majority resolution of the Board of Directors at a meeting duly called for that purpose and for which the advisor is given appropriate notice. The sole purpose of the advisor(s) is to make recommendations

to the Board and, as such, the advisor(s) will be non-voting and will not have the authority to bind the Association". (addition of underlined word "may").

Dennis states that purpose of this change in the near term is to allow the Past-President to sit on board and provide continuity and advice while the board searches for a new president.

Horn asked the membership: "All in favour of accepting bylaw change with addition of "may" (as listed above) Vote unanimous. (6 proxies held by present members). CARRIED

MOVED by Dennis to have Dennis Horn, as past president, sit on board as advisor— Christopher Dennis. Dolgoy asks Horn if he is interested in serving as a past-president, Horn replies that he is CARRIED.

2. Henderson reports that over last two years, over a dozen members eligible for presidency approached – all declined. Christopher Dennis, after much consideration, has decided to step forward as acting Interim President for a maximum of one year. Board will need to play a much more vital role, and will call upon membership for more help. Light touring year ahead for Chris which makes him more available than previous years. If anyone comes forward in next year the Board will call a Special Members Meeting for a vote. Thank you to Christopher for coming forward!

MOVED by Henderson, SECONDED by Dolgoy to accept Christopher Dennis as Interim President for a maximum term of one year. CARRIED. (Christopher officially accepted as Interim President on June 24th, 4:43pm EST for everyone's records ☺)

3. Board member election. NEW BOARD MEMBERS INCLUDE: Renée Brode, Alison Green, Linda Leon, and Kelly Wolf. Congratulations and welcome to the board! (Or in many cases, welcome back!)

4. Presentation of card and gift certificates to Spring Rolls restaurant presented to Sholem Dolgoy to thank him for his continuing work as chair of the negotiating committee.

5. Presentation of leather briefcase to Dennis Horn to thank him for his 8 years as President, and 17 years of service on the ADC board. Dennis has committed to continuing his work on the negotiating committee.

6. Thank you to Scott Henderson and Alan Brodie for their service on the board. Both Scott and Alan have committed to continuing work for ADC. Alan will continue to be editor of newsletter.

10. New Business

1. Flood reported that she is creating website to promote theatrical design in Canada which will be both scholarly and visual. She wants to run it under auspices of ADC. She understands that no financial support is currently available from ADC (may ask ADC for money in future). She would like link to her website on ADC website, and will put ADC link on hers. Will link to designers' websites as well. Start with ADC designers on site and grow to include non-ADC. Website a bit Ontario-centric now but wants to connect with other members across Canada for help. Wants ADC to endorse website, office will write letter to help with grant process. Flood will provide board with revised outline.

2. Green reported on Prague 2007. Committee founded in Spring '05. The committee understands that ADC supports Prague but cannot be directly or financially involved.. Loosely formatted committee has met four times, and includes two ADC members, one

former ADC member, and three APASQ members. They are currently looking for funding. They have chosen two curators: Natalie Rewa and Veronique Borboen of NTS. No architectural rep but looking (any ideas?). No CITT involvement. Theme: To Document Work in Progress. Invitations for submissions out in July. Eight projects will be chosen. Format not decided.

Discussion: Some associations should be approached to ensure they apply so that Canada well represented. Dennis suggested the new opera house, Helwig suggested the new Soulpepper space.

Helwig asked that the concerns about copyright be forwarded to the committee and curators to ensure that ALL designers are credited (if the design chosen is a costume design, be certain that set and lighting designer of work shown in photo are also credited).

3. Dean reported that she had been speaking to some potential new members who felt they were being ignored. Several young designers that need to become new members, have called office and had no response. Feeling rejected; no office support which indicates future lack of support. MUST contact these designers and invite them to apply. Charlotte to get list of their names to Heidi; Heidi has provided her phone number to be given to designers. Must make potential new members feel welcomed, less alienation, peer-to-peer discussions to encourage joining.

Helwig reported that there was huge issue with office voicemail system that Board was aware of but perhaps membership was not. Problem meant that some messages were lost over a period of time. We believe issue has been solved by Bell Canada. Helwig stated that there has only been one phone call from a potential member received at the office in past year – some others by e-mail – and they are all responded to within hours of receiving the message. She asked that if you hear of designers not getting response from the office, please tell the office immediately!

4. Mann. a) Wants a membership card for discounts into theatres, museums, galleries. MOVED by Mann, SECONDED by Walsh for new board to investigate and implement an inexpensive membership card. CARRIED.

b) Mann asked about the potential administration change for the Jack King Award. Helwig stated that we have approached NTS about their interest in administering the fund, we are awaiting their response.

c) Mann reported, for the members' information, that film costume designers forming association similar to ADC called Costume Designers Association. ADC has provided encouragement, help. Members should be aware, may be some cross-pollination. New association wants a name, a bargaining position, and to raise profile of costume designers (particularly in film/television).

5. MOVED by Wolf, SECONDED by Mann to make Susan Benson an honorary member of ADC as she is retiring from design this year. Susan has established benchmarks in the ways of working in design, and in mentoring. She has supported and nurtured the growth of Canadian design. (Mann stated: "I want to second this because she's older than I am.") CARRIED.

6. Dolgoy provides new wording for 2005 minutes, first page. Replace: " Budget seasons based on Arts Council funding -budget exists for that slot" with: "The budgets of a theatre's season typically are established for and by grant(s) applications(s) timing, often prior to the final choice of plays &/or director and designer(s). At the time of an individual designer's fee

negotiation, the fixed-fee line item may or may not meet the designer's scope and scale needs. But, as the budget amount already exists, there is no room for negotiation."

MOVED by Dolgoy, SECONDED by Mann to accept amended 2005 AGM minutes.
CARRIED.

7. Flood provides new wording for 2004 AGM minutes, first page under Future Directions. Replace "Dolgoy had instigated discussion" with "Dolgoy had initiated discussion." Replace last paragraph of page 1 with: "Gardiner asked if there has been any change with United Scenic Artists in the past 3 years, in light of their recent move to join IATSE. There has not. There was more than one United Scenic Artists local. Dennis thinks all different offices, but same local 829. Gardiner asked if we would ask for similar arrangement with IA. Henderson explained we should talk to them and see what they can do for us..."

MOVED by Dennis, SECONDED by Henderson to accept amended 2004 AGM minutes. 5 in favour. 5 abstain. CARRIED.

8. Dennis reports that ADC T-shirts can be purchased or ordered through himself now or Alan Brodie. Black t-shirts are now available!

11. Motion to adjourn – MOVED by McBoyle, SECONDED by Henderson to adjourn.

Minutes published July 10, 2006 – Heidi McDonald