

\*\*\* DRAFT until approved at 2008 AGM \*\*\*

## MINUTES

### ADC Annual General Meeting 2007 Saturday, May 26, 2007 2pm National Ballet of Canada, Toronto, ON

#### Present:

Christopher Dennis  
Linda Leon  
Sean Breough  
Alison Green  
Alan Brodie  
Victoria Wallace  
Kelly Wolf  
Rebecca Hodgson  
Elizabeth Asselstine  
Valerie Kaelin  
Steve Ross  
Renee Brode  
Michael Walsh

Louise Guinand  
Cameron Porteous  
E. Lorraine Cramp  
Todd Charlton  
Philip Silver  
Sholem Dolgoy  
Peter McBoyle  
Martha Mann  
Dennis Horn  
Heidi McDonald  
Astrid Janson  
Frances Shakov  
Jackie McAlpine

Jaime Mellott

23 proxies in good standing

#### Guests:

Patrick Du Wors  
Gavin McDonald  
David Rayfield  
Anita Emma Routledge  
Lorenzo Savoini  
Lesley Wilkinson  
Ken?

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1. Call to Order
  2. Attendance and Presentation of Proxies. 23 proxies in good standing, which means we have quorum.
  3. Approval of Agenda.  
Addition of presentation of honorary membership to Cameron Porteous. MOVED by Horn, seconded by Brode to approve agenda with changes. Friendly amendment to add discussion re: round table event with DWG. CARRIED.
  4. Approval of 2006 AGM Minutes  
MOVED by Mann, seconded by McBoyle to accept minutes with changes as discussed. 10 votes in favour, 12 abstain. CARRIED

Green: Please distribute minutes ASAP after meeting for Vancouver members.

Silver: Newsletter should include summary but minutes should not be presented as official minutes until approved at 2008 AGM.

5. Interim President's Report
  - a) Beginning of his term included resignation of ED, which brought up issue of how ADC needed to be run. Found STAF offered kind of support and resources we needed. Sherri Helwig was a great help in transition.
  - b) PACT contract was not ratified at last AGM. PACT supposed to respond within 120 days to our call to go back to the table and they didn't respond at all. Finally, in early December, ADC

executive met with PACT's executive: David Abel, Nancy Webster, Andy McKim. PACT didn't understand why we didn't ratify, and "felt tender." Told PACT ADC interested in ratifying. Discussion over whether we use 2005 or 2006 contract to move forward. Our proposal was to start with 2005 contract but remove min. fees and discuss use of photographs. They agreed, but said that if any other issues came up we would have to start again with 2002 contract, and wanted something from ADC in writing to confirm our position. ADC sent letter to PACT in early Jan. PACT amenable to proposal. PACT would take contract and amend it for board to approve, in time for ADC AGM. Amended contract included new negotiation date of 2010, which ADC board didn't like, plus this was a change other than the two agreed upon. Their response: PACT members agreed to 3 yr term which starts when contract ratified. As well, PACT has Equity negotiations in 2009. Board decided to present new contract to membership for ratification with 2010 because need to move forward.

c) In Spring, posting put out for Director of Advocacy: 26 applicants from across country. Committee made short list and then did interviews and offered position to Jaime, who accepted.

d) Now, moving forward with issue of minimum fees, and DWG/Dany Lyne's letter. Lots of progress in last year.

MOVED by Dolgoy, SECONDED by Guinand to approve Interim President's report.

Amendment by C. Dennis: Alan Brodie doing a great job as editor. McBoyle: It has been a great year with Dennis in charge.

All in favour. CARRIED.

6. STAF's Administration Report.

a) Director of Advocacy Report by Mellott. Accepted position in March. Contracted for 20 hrs/month. Put together press release in response to Sean Breaugh's letter re: closure to CBC design studio. Workshop this morning on contract law. More workshops in future on upholding contract rights. Put together legal resources relevant to designers on website. In future: looking into legal issues on behalf of board. Met with Vancouver folks this week, suggested monthly or bi-monthly advocacy report to keep membership connected. Will sit in active or observer role in future contract negotiations, whatever board prefers.

C. Dennis: Jaime located in Victoria. Expands us into other parts of country with an office. Dolgoy urges board to find mechanisms to get Jaime out to individual members on regular basis. Have struggled with this since beginning.

MOVED by Green, SECONDED by Leon to accept Director of Advocacy's report.

Further notes about Dir of Adv. position: Position includes finding ways in which ADC can respond to other cultural issues in Canada. Ie: closures, exporting cultural product, talking to Canada Council. STAF advocates on behalf on clients to governing and granting bodies and will work with Mellott on getting recognition for design committees. Need improved communication with Canadian Conference for the Arts. ADC needs to add voice to issues affecting arts community, example given of actors parading on parliament for funding. Dolgoy urges board to help Mellott and STAF design protocol to act on issues without specific direction of board.

All in favour. CARRIED.

## b) STAF's Report

Transition from old office to new office fraught with challenges. Needed lots of sorting, new bookkeeping system, website needs work, language used with members too harsh. Started with 142 members, now 147 members.

ADC's finances: was a deficit. Streamlined operations and got rid of deficit. Membership dues have increased. Should have \$25,000-30,000 surplus at end of this financial year.

Huge challenge with sorting contract fees: substantial amount missing. Time consuming but phone calls to producers paid off. Member help with RRSP's missing was very helpful. Only 3 companies remaining who haven't paid and STAF still dealing with. Members need to take more active role by getting contracts to office within 30 days.

RRSP's. Started to transfer RRSP money on monthly basis. Encouraging members to check RRSP accounts to ensure monies going through. Some members still haven't opened manulife acct.

Website: big issues with it when took it over. Start of new year realized website was connected to old ED's website and had been taken down. Put with STAF's website. Good non-profit rate with new server, up and running by end of May. Over next month, Shakov and McDonald to tackle copy, bring up to date and make more user friendly.

Newsletters, member handbook, membership cards: great strides in look of newsletter. Mailed out membership card with package. Redone members handbook. Pat Flood offered to proof read next one. Sticking with quarterly newsletter. Alan Brodie v. helpful with first newsletter. Next newsletter due in August.

Jack King award: consulted with Martha Mann and Ed Kotanen. Come to conclusion that like to approach Canada Council to pick up Jack King award. They have a dept that administers awards in range of amounts and disciplines. STAF will contact them. They also have mechanism in place to make donations to award. Would be administered in more timely fashion. Decision for next board meeting and recommendation to board to move it out of ADC's hands.

Insurance: could be improved. Shakov spoke to Act One rep about new plan. Potential new plan offers health, vision, dental as opt in. Members choose their health care spending, how much they want to spend, money provided by ADC who sets limit. Members draw down from it. Outstanding amounts at end of year carried forward. Much analysis to be done. Vero (the plan) used by large bodies that need an opt-in portion. Offer AD&D is \$100,000 instead of \$30,000 which is current. Will look at and bring forward recommendation to board.

Want to have strategic planning sessions throughout year but didn't get one of our grants for funding. Ontario grant wants to see federal step up first. Waiting for results. Mellott could go across country and speak to members with Jenny Ginder, our strategic planner, who has strong arts service organization background. STAF sitting on advisory comm. for Canada Council coming up to get more funding. Mellott will represent ADC. Announcement made for Can. Council that in their year starting April 1<sup>st</sup> there will be new funding for STAF and ADC!

STAF has many challenges: Cluster management with various clients. Difficult during grant writing periods Jan-Mar, and Aug - Sept. Made great gains in communication with ADC members, but always looking at bettering practicing. Will see changes in office over next while; always working to better administrative practices and with that comes better administration of

clients as well. Thank you to board, Brodie with newsletters and everyone who has helped. Look forward to another prosperous year for ADC. ADC board is definitely in top 4 boards of clients STAF deals with.

C. Dennis thanks STAF for tenacity, hard work and sense of humour!

MOVED by McBoyle, SECONDED by Brodie second to accept STAF's report. All in favour. CARRIED.

Silver: There is real disconnect from ADC and other arts orgs in Canada. Ask board and STAF to consider that non-confidential parts of newsletter be mailed to other associations, universities, etc. Don't want people feeling disconnected to association. Put together mailing list or email list. Outreach activity we should do.

Other discussion: Re: contract filing, word out to membership that it's not okay for theatre to send in designer's copy to ADC as it may not happen. Look into starting new smart group, old one was run by ED. STAF to ensure new indie contract gets to producers, not just members, to be done over summer.

Look into contract with STAF that runs longer than one year. STAF prefers year to year. Looking at 2-3 years with STAF, then revisit duties with Dir. of Adv and admin. ADC wants to eventually obtain funding to train administrator under STAF so at some point can go separate ways.

Dolgoy: Look into how far we can push national confidentiality legislation. From previous ED: end of year contracts destroyed because no storage. Need to ensure we understand legislation and review so we are in compliance. Shakov: contracts not destroyed at end of year. V. familiar to rules and are complying. STAF also working on members' permissions for database. Currently keep contracts for 7 years. Silver: perhaps anyone who wants info has to be willing to have their information shared with membership. Agreement that if you don't contribute to database you can't access it. Database will also be accessible on website again when is moved to new server

Dolgoy: on behalf of membership, thank you to STAF for taking on ADC.

7. Approval of 2006 Financial Statements.

McAlpine goes over page 2 balance sheet. Loan from insurance fund to operating fund paid back in full. Have integrated insurance set of books and operating set of books into one set. Separate account for RRSP funds being opened once new board in place.

Why did last year it seem we were close to becoming bankrupt? STAF never felt ADC in trouble. 2003 had a significant deficit. Must read balance sheet instead of financial statements. ADC has been healthy for years. Shakov: To budget a deficit should never be done. Should always make budget balance. Lots of previous assumptions based on non-audited materials. Audit just done this year for 2004 and 2005. Previous admin didn't have time to follow up on receivables from theatres, which is one of STAF's main priorities.

MOVED by Dolgoy, SECONDED by Kaelin to accept approved 2006 financial statements. All in favour. CARRIED.

8. Appointment of Auditor for 2007 Financial Year  
2004 and 2005 audit just done. Same auditor for 2006 and very disappointed with work. STAF recently approved new auditor with much experience working with arts serv orgs. Recommending ADC switches to him as well. Excellent references from other theatre companies.

MOVED by Leon, SECONDED by Wolf to appoint new auditor. All in favour. CARRIED.

9. Approval of Policy Regarding RRSP Funds  
Several members not switched to Manulife, have ceased to be members, or have lost touch with ADC. Still holding monies for them. Perhaps have same policy as Equity – notices to members in 3 newsletters. Final and third notice accompanied by letter to member saying money going into Actors Fund (which despite name helps designers in trouble as well). If policy passed, will confirm we are within legal ramifications to do this before going forward.

MOVED by Asselstine, SECONDED by Mann to approve policy regarding RRSP funds.

Charlton MOVES to make amendment to move forward with this plan pending receipt of independent legal advice by a tax lawyer, that this satisfies the laws of the land. SECONDED by Silver.

Vote: 21 proxies, 5 abstains, 16 in favour. CARRIES.

10. Approval of Policy Regarding Insurance Funds.  
Policy from auditor to keep 3 years of insurance premiums in fund, and using excess for a member group and dental plan.

MOVED by Silver, SECONDED by Asselstine to put this policy into effect.

Discussion: 3 years in case of any financial issues, insurance will be covered. If new plan is opt-in and we have surplus, does this mean people opting out don't get benefit of this surplus money? This needs to be looked into further.

Dolgoy: Premium per contract is \$50 and has been for almost 30 years. Appropriate to put PACT on notice now that in 2010 we see insurance premium rising to new number based on research. This may test waters with PACT. Benefit of waiting to negotiation until 2010 is that we know what we are really spending and that we want better benefits. Can be very clear about what money is going toward which we haven't done before now. Shakov: can go through three years of financial statements to get historical data b/w premiums and actuals.

Should direct board to review new insurance policy and empower board to come up with new plan that we can afford. Policy should be reviewed regularly.

NEW WORDING:

"The ADC will maintain three years of insurance premiums in the trust account, and the board is directed to investigate a member group medical and dental plan which uses the insurance fund to the fullest."

All in favour. CARRIED. (4 abstain, 17 accept in proxies.)

11. Approval of the Designing Artists Contracts for ADC Designers and PACT Theatres and the Standard Clauses

MOVED by McBoyle, SECONDED by Guinand to approve PACT contract.

Horn: We should approve contract, but we have to be stronger in future. PACT not taking us seriously. They refused to come back to table. We need to force them to negotiate. Good thing that we have 3 years to prepare. Need to take time and come to PACT with document that is what we want, and they need to be prepared to discuss it. We have to make PACT understand that we are as important as Equity. It's very frustrating that pact is "feeling tender." We rejected based on PACT's behaviour, but they aren't taking any responsibility.

Other notes from discussion:

- Want contract to be voted in, but just marginally to show PACT how we feel, but PACT trying to use as leverage 2 failed agreements as ADC "having disconnect with membership." 55% could backfire
- Only way PACT will listen is if we threaten job action. Equity has gotten results by threatening job action. PACT walks all over us but membership doesn't seem to care. Negotiation team only revs up with deadline looming. Other than bread and butter issues, contract doesn't mean much to membership. Need 3 years to get ourselves ready. What can ADC do to better conditions for its members? Membership drive and militancy is necessary. Until we're willing to get militant, we're not getting a better deal. This is not a contract but a contract form. No collective agmt.
- Without a minimum fee that is adhered to, or without some kind of closed shop we don't have a contract. Need a similar agreement to Equity's with waivers.
- Lots of designers not working under ADC. Membership drive critical in bargaining. Job action an option but always someone willing to take the job.
- Only one solution: More members in ADC. Without more members, we have no power. Clear there are more non-ADC members out there. Militancy will only put working ADC designers out of work. Must represent 1/2 or 2/3 of members before militancy. Must be single most important priority of ADC.
- Need to ratify, and use energy at table to show PACT what we want in 2010.

VOTE: 8 abstain, 2 reject, 36 accept including proxies. CARRIED.

12. Election of the 2007-2008 Directors and President

New board members: Peter McBoyle and Heidi McDonald reelected for a second term to the board.

Christopher Dennis elected as the new President.

13: Other business

a) Statement from Alan Brodie: "On behalf of Kevin Lamotte, I move that in view of his enduring and illustrious career as a set and costume designer, a long-standing member of ADC, and champion of Canadian design, both at home and abroad, the membership of ADC grant honorary membership to Cameron Porteous." SECONDED by Guinand. All in favour. CARRIED. Cameron accepts!

b) Reponse to the Morning's Round Table Discussion with DWG (Designer's Working Group)

- DWG Forum was good opportunity to meet people and hear issues. Problems mentioned aren't new. In past problems were somewhat solved: exhibitions of work as an example. Good that it was mentioned that ADC is a volunteer organization.
- It was good to listen to younger, frustrated designers at DWG forum. Good that someone is doing something. Good to hear from different side of things. Being less complacent is necessary.

- We deal with economic problems, as well as our identity and who we are as artists. Sometimes issues like contracts frustrates our sense of community which is more important than economy.
- ADC should be putting together forums in different provinces as DWG has. Is this responsibility of regional reps? Need to be more proactive. Need to look at as part of strategic planning the role of board and regional reps
- Dany's energy wonderful but dangerous. Politically, government and PACT want us to be disconnected to benefit them. Don't think DWG sees that. Have to continue our efforts to bring in new membership. Convince DWG that by joining we can be stronger.
- We have money in the bank and resources. DWG has Dany's time for now until award monies run out. Eventually they'll need money and will be where ADC was 40 years ago. Perhaps that will weed out that group. Need to bring new members, need to have regional reps to do outreach.
- Theatre community of this size cannot support this many designers full time. There will always be someone willing to undercut.
- DWG's energy is similar to our energy for renewal of ADC. Members need to make effort to market themselves, know who new graduates are. Mentorship opportunities, diff levels of membership avail to new members: these are important.
- Anyone in arts must accept that finances not controlled by producer or guild, but by govt.
- Need ADC presence at DWG's forums as a representative voice to counter arguments or to provide info. Give feedback to board afterwards. Is there a way to get Dir of Adv to go to Calgary and Edmonton forums? Serious lack of members there.
- Progress can be made as two united groups. Dany has good starting place as she has numbers supporting her
- Applaud DWG's enthusiasm, energy and drive. Wish Dany chosen to wage battle as ADC member. Disconnect between euphoria of this movement and language of her letter: sounds like she's starting a union, and Canada can't handle 700 working full time designers. Won't get Dany back into ADC but have to work together. Need more than warm feelings and chats.
- April Viczko's group at forum has perceptions of ADC as "the establishment" and that standards to enter don't seem to match standards that are practiced and that current members don't practice standards.
- Vancouver is a huge group of non-member designers. ADC decided to abolish regional reps because of expense, which Alison doesn't think was a good decision. Job of regional rep was to recruit members and hold meetings, but she doesn't feel that is job as board member.
- Leon: told not to look for new members; felt not authorized as board member. Need to look at getting recruitments in a hurry. Need to look at membership requirements. Can't go to 10 yr working designers and offer them apprentice membership.
- Need to allay misconceptions of this association. Portfolio review daunting but people aren't understanding it. Members need to talk to other potential members, explain and guide. ADC champions rights of designers. As a result, fees have gone up. Members need to decide to be proactive. Yes we're busy, but need to do this.
- Applaud Dany's enthusiasm but detect large strain of egomania behind it. Truly divisive situation. Lot of theatre managements really questioning situation. Need to take a lot of what DWG is trying to do and bring it back to ADC somehow.
- Dany looks like she's more successful because of numbers. People showing up at her forums have no obligation to DWG. No commitment, no standards, no portfolio. Will DWG be more successful because no standards, unlike ADC?
- Feel DWG may be headed toward possible union vote. Fear that rash action will cause huge impact in country. If they called union vote in one theatre, is ADC still the negotiating body? How does that work? We are federally recognized.
- Any union except IA would not understand that we don't get paid by hour. ADC recognized, have an agmt with PACT to negotiate this contract form. If any group goes to a specific theatre to organize that theatre, could be ADC possibly, but think it would have to be a union.

- Equity has control of their marketplace b/c no standards. If one wants to perform they must be Equity. Do we go on a drive and make anyone doing a design a member? Use ADC contract to change marketplace. Standards have become a problem in recruiting new members. Membership drive is essential. Our members can't keep up standards b/c we don't have time. Senior members are leaving because don't see value for their money. Better deal will only come by being militant with producers, or joining together. But won't get more money from government
- ADC has tangible benefits: contract, 3% matched RRSP and a health plan. All decisions we make must reflect a tangible benefit, and if we have it new members will come. Focus not on the idealism but that we need to feed families. Once enthusiasm wanes people will join to take advantage of our resources.
- Make them jealous of the ADC. Show us off. Market us. APASQ is a union and this was done by their drive. Show off ADC as being THE organization with health plan, dental care, make it exclusive, they will come.
- There are a lot of people listening to Dany. They want money to be able to live, feel they deserve to make money. TAG didn't survive because members didn't want to pay. Dangerous to ignore this energy, but also a blessing because it's competition. ADC needs to revamp. ADC used to do more outreach and this needs to continue.
- ADC is not just the board, it is the membership.
- Dany talked about numbers she's approached, but those individuals may not necessarily be following her. Are ADC members helping Dany? Need to give them something to keep them as members.
- Need to have standards. This defines ADC. Standards is part of what is tangible that we offer.
- Lots to consider when going down the union road. Pension and health plans do exist with United Scenic Artists in the States but is based on amount of work with USA contracts.
- Can't throw energy of DWG aside. These are people with energy and we have to take advantage.
- We have to be humble. Create concept of senior designer and apprentice being mentored to get more members. Perhaps required in theatre contracts to help new members. Standards are important but not only value.
- DWG has great energy and we have to work together b/c all trying to achieve same goal. ADC is volunteer org with much valuable info. Board will continue to work at this, but this is up to members. Advocacy works with member to member. There will be a point when DWG and ADC won't be able to continue on same track.

14. MOVED by Dolgoy to adjourn at 6:11pm.