

ASSOCIATED DESIGNERS OF CANADA
ANNUAL GENERAL MEETING
SATURDAY, MAY 24, 2008
ARTS CLUB THEATRE REHEARSAL HALL
1585 Johnston Street, Granville Island B.C. V6H 3R9

PRESENT: Christopher Dennis, Heidi McDonald, Renée Brode, Peter McBoyle, Alison Green, Linda Leon, David Roberts, Kevin McAllister, Ereca Hassell, Karyn McCallum, Sheila White, Adrian Muir, Ted Roberts
 Jaime Mellot, Jackie McAlpine
GUESTS: P. Johnson, S. Shtern

Meeting called to order at 2:16 pm

Agenda Item	Details	Action / Responsible
CALL TO ORDER <ul style="list-style-type: none"> • Christopher Dennis 	<ul style="list-style-type: none"> • Welcome to Members and Guests 	
ATTENDANCE AND PRESENTATION OF PROXIES	<ul style="list-style-type: none"> • Proxies: Chris Dennis: 24 , Alison Green: 2, Peter McBoyle: 4, Renee Brode: 3, Kevin McAllister: 1, Karyn McAllum: 1. • 4 proxies were voided due to irregularities. • 28 members are required for quorum. Including proxies, we have quorum. 	
APPROVAL OF AGENDA	<ul style="list-style-type: none"> • McDonald moved to accept with changes. Motion seconded by McBoyle. All in favour 	
APPROVAL OF 2007 AGM MINUTES	<ul style="list-style-type: none"> • T. Roberts moved to accept with changes. Motion seconded by McDonald. All in favour (9 abstentions) 	

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<ul style="list-style-type: none"> • APPROVAL OF REVISED MEMBERSHIP POLICY 	<ul style="list-style-type: none"> • T. Roberts moved to accept. Motion seconded by Leon. • DISCUSSION: McBoyle outlined changes and reasons for revisions. The purpose was to encourage more people to become ADC members and to revitalize Apprentice category. The wording in former policy was vague. We need to clarify that the non-portfolio option was open to experienced designers. We would like to formalize as an application option based on experience. The change is that endorsement letters could replace a portfolio. We are trying to send the message that there is no element of judging a quality of design; merely ensuring that there is a clear ability to communicate a design to the level of ADC standards. Many members who responded were unhappy with the tying of the application to a PACT organization. Regardless, <i>the membership voted to accept the new policy</i>. The board felt it necessary to respond to the concerns and therefore changed/made clearer the wording of who can write the letter. Muir asked if there is an adverse effect on maintenance of ADC standards in the eyes of PACT. McBoyle clarified that the endorsement letters are not an automatic acceptance and that the membership committee could still ask for a portfolio. Roberts mentioned that he is wary of voting on the proposal without the existence of the questionnaire for review. McBoyle read questions from a draft questionnaire. The purpose of both the questionnaire and the portfolio is to establish a designer's ability to communicate the design; it should not be an artistic judgment. Roberts suggested that the questionnaire be related directly to a project in the same way that a portfolio is. • VOTE: In Favour: 13+ 31 by proxy Against: 3 Abstain: 1 	<p>McDonald to create a checklist survey to send out to membership.</p>
<ul style="list-style-type: none"> • APPROVAL OF REVISED CONSTITUTION AND BYLAWS 	<ul style="list-style-type: none"> • McDonald moved to accept. Motion seconded by Brode. • DISCUSSION: There was discussion regarding number of board members and allowing the board to appoint members to a maximum of 10 members and a minimum of 3. It was noted that the bylaws address discipline issues so it need not be in the constitution. It was also decided that notifications can be issued via email instead of by mail where possible. • VOTE: In Favour 13 + 38 by proxy Against: 0 Abstain: 1 by proxy 	

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<ul style="list-style-type: none"> • APPROVAL OF DEC. 31 2007 AUDITED FINANCIAL STATEMENTS 	<ul style="list-style-type: none"> • McBoyle motioned to accept. Motion seconded by D. Roberts. • DISCUSSION: • There is a legal problem in the way in which the account for the Jack King Award was set up. It is currently held by a manager of HSBC Securities and the funds are not currently available to ADC. This needs to be resolved so that they can be allocated to Canada Council as directed by the membership at the 2007 AGM. • There is no indication of historical method of calculation regarding unrestricted net assets for administration. This year's statements claim 15% but there is no paper trail to indicate how the number was calculated. In the past, money was borrowed from the insurance money account in order to fund operations accounts at the board's discretion. Over the next year, the board will devise a clear policy regarding the percentage or the amount that should be allocated to this line item. • The auditor feels that ADC is not maximizing the bank account interest earning potential as our money is kept in three separate accounts. He suggests that money be kept in an investment account with a minimal amount kept in an operating account. Funds could be kept separate through accounting software. The only income generating account is a term deposit. Unclaimed RRSP funds are still an issue as there are funds that cannot be deposited into individual member accounts because they have no Manulife RRSP account. There was discussion regarding interest accrued on RRSP funds held before monthly deposits happen into RRSP. Can we make enrolment in the RRSP a portion of membership package? Is the increase in income due to an increase in contracts filed or size of fees? Make the information regarding breakdown of what makes up this figure available to membership. • VOTE: In Favour 13 Against: 0 Abstain: 35 by proxy 	<p>Board to resolve Jack King Award account access issues as soon as possible.</p> <p>Board to resolve administration issues with Canada Council.</p> <p>Board to devise a clear policy regarding percentage or amount allocated line item for unrestricted net assets.</p> <p>Board to discover legal ramifications of redirecting unclaimed RRSP funds.</p> <p>Board to move forward on implementing auditor's recommendations regarding consolidation of bank accounts.</p>
<ul style="list-style-type: none"> • APPOINTMENT OF 2008 AUDITOR, SAM MARINUCCI OF MARINUCCI & CO. TORONTO, ON 	<ul style="list-style-type: none"> • Brode motioned to approve appointment of 2008 Auditor Sam Marinucci. Motion seconded by Leon. • DISCUSSION: McAlpine highly recommends this appointment. • VOTE: In Favour 13 Against: 0 Abstain: 35 by proxy 	

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<u>REPORTS AND UPDATES</u>		
<ul style="list-style-type: none"> • PRESIDENT'S REPORT 	<ul style="list-style-type: none"> • Negotiations between National Arts Centre (NAC) and ADC have restarted. There will be discussions regarding Status of the Artist Act and renewing a contract with ADC. This will cover special events that the NAC produces (i.e. galas, events, special concerts etc.) These are outside of the agreement that ADC currently has with PACT and English Theatre. The ADC indie contract will be the starting point of the new contract. We need to create a language that determines when a design is needed (i.e. décor vs. designed lobby). Sholom Dolgoy, Dennis Horn and Chris Dennis from ADC recently had a meeting with Alex Gazele and Robin Bouchard from NAC. These negotiations are a high priority. We need to create a simple but comprehensive mechanism to address the unique situation where, based on the Status of the Artist act, NAC must have a contract with ADC. There is a meeting set for August 15/08, with a follow up meeting on October 15/08. Overall, it was a very positive first meeting. • Motion to accept by Leon. Motion seconded by Roberts. • VOTE: all in favour 	

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<ul style="list-style-type: none"> • DIRECTOR OF ADVOCACY REPORT 	<ul style="list-style-type: none"> • Jaime Mellott and Peter McBoyle have been working hard to get the mentorship program finalized and ready for publicity. They are very close to being complete. In regards to member services, Mellott has been able to provide advice to several members and a non-member. A tax seminar was held in Vancouver. Ten members attended and three non-members. A similar seminar was held in Toronto with attendance by one member and one non-member. The low attendance was largely in part due to inclement weather. Mellott would like to extend this kind of program to add workshops on various professional development initiatives. Mellott has sent newsletters to all heads of department in post-secondary institutions and has created a database of all of these contacts. Jaime Mellott and Renee Brode are working on website to take to the board. Mellott is also updating all ADC bylaws and records so that they are up to statutory requirements. She is creating a defaulter's list detailing companies who are behind or defaulting on payments. This list will be administered by Mellott and available only to members. There will be a published list of companies behind in RRSP payments. Mellott is investigating program development and funding associated with these initiatives. This will increase membership. Mellott is now responsible for writing grants. • Website detail (<i>remove agenda item 9 f</i>): We need to improve the graphic component through a call to membership for submissions. McAllister recommended that a graphic designer translate the accepted design into appropriate media. The website should include a members database (which could include CV, examples of work, email, address etc,) an assistant database, an advocacy section (including blogs, discussion forums), future on-line payments capabilities for both members and theatres, database for fees • Detail on database of fees (<i>remove agenda item 9 g</i>): The privacy act is being re-investigated but board is moving forward on re-establishing a fee database. The database should include classification of the house. Is it possible to breakout the category of the musical and possibly average it over a longer period of time? • Newsletter detail: A wider distribution of the ADC newsletter will increase profile and goodwill amongst community at large. We should look into sending the newsletter to theatre companies as well as members. Mellott should build a database of the names of theatre companies as well. Currently, the newsletter is on website in the members only section. It should be public. • Motion to accept by McDonald. Motion seconded by McBoyle. • VOTE: all in favour 	<p>Board should make the re-establishment of an accessible fee database a high priority.</p> <p>Mellott to build a database of theatre companies for distribution of newsletter.</p>

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<ul style="list-style-type: none"> • STAF REPORT 	<ul style="list-style-type: none"> • The upgrading of bookkeeping has happened. The new auditor is continuing and participating in that process. STAF is continuing to assist in update of website. Most complaints from members are about contracts not being available to fill out digitally and the lack of a fee database. Old receivables from theatres are ongoing. At this point, STAF has reduced receivables by 50% in the last 4 months. The old bookkeeping records are not accurate or clear on some payments. STAF is still a year away from completing this initiative. Progress on the Jack King Award is stalled due to bank difficulties. STAF is continuing to investigate access to project/operating funding from newly allocated federal funds. McAlpine will be meeting with heads of departments on procedures to access money. In the area of client services, STAF continues to work on efficiently responding to needs and questions of the members. Recently, STAF has encountered some hostility from members over collection issues and occasional errors in invoicing. The board was notified in one specific case where a member was verbally abusive. STAF and ADC board representatives have set up a monthly meeting to maintain clear communication regarding board direction. STAF is in the process of hiring someone specializing in grant writing and arts administration to replace Lyla Myklos who resigned April 15, 2008. STAF faced some seasonal challenges (grant writing period Jan-Apr) which meant that the resources were stretched. Some of the member complaints happened during that time. Contract renewal is in September. At that time, we will address the eventual goal of re-establishing ADC as self-administrating. Hassell asked if Jaime's contract stipulation of 20 hours per month allowed her to take on the projects that have been sent her way. • Motion to accept by Leon. Motion seconded by McDonald. • VOTE: All in favour 	

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<ul style="list-style-type: none"> • PROPOSAL FOR REGIONAL REPRESENTATION • <i>Ereca Hassell</i> 	<ul style="list-style-type: none"> • There is a feeling amongst the membership that ADC needs to increase membership in order to be better able to represent designers nationally. This could be accomplished through regional representation as a part of the board. Representation should be based on the membership demographic with an attempt to respond to the diversity within the organization itself. The board should include implementation of regional representation. There is, however, concern that the board could become too big to be efficient. B.C. is a model of communication within the community. ADC should, in the future, look into regional reps being sent to AGM. • Motion by McAllister to direct the board to discuss, amend and implement the Proposal for Regional Representation as the board sees fit by July 1, 2008. Motion seconded by Green. • VOTE: All in favour 	<p>Board to create a “Board Manual” for prospective board members.</p> <p>Board to discuss, amend and implement the Proposal for Regional Representation as the board sees fit by July 1, 2008.</p>
<ul style="list-style-type: none"> • MENTORSHIP PROGRAM UPDATE 	<ul style="list-style-type: none"> • Update given by McBoyle. We have \$6000. Jaime Mellott, Heidi McDonald and Peter McBoyle have a program that is ready to launch. The money will be pulled from 2008 surplus. We will be pursuing grants to continue program but the pilot project will be funded from current budget. This is one of the initiatives aimed at increasing membership. An apprentice will be offered \$1300 and \$200 to full professional member to offset dues for a year. It is based on a three week time commitment. There is a joint application from the designer and apprentice. The pilot program will offer one grant in each discipline. The acceptance will be based on a lottery. It is important to get the pilot project started as soon as possible. 	<p>McBoyle (in conjunction with Mellott) to email program information to Heads of Department.</p>
<ul style="list-style-type: none"> • WEBSITE UPDATE 	<ul style="list-style-type: none"> • See notes in Director of Advocacy Report. 	
<ul style="list-style-type: none"> • DATABASE UPDATE 	<ul style="list-style-type: none"> • See notes in Director of Advocacy Report. 	

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<ul style="list-style-type: none"> • NEGOTIATION COMMITTEE UPDATE 	<ul style="list-style-type: none"> • A call to the membership was sent by Dennis asking for volunteers to be involved on a negotiating committee. A negotiating committee will be formed based on these names. Ian Arnold is interested in sitting on the committee and a labour lawyer connected to NBOC may also participate. Representation from the west is also important in order to arrive at a nationally relevant agreement. The negotiations are in 2010. The PACT contract is not as relevant in the west as it is in the east. A new contract should be modeled on the Indie contract. Kevin McAllister is interested in working on this aspect. 	<p>Board to include contract delivery method in list of issues to discuss with PACT</p>
<ul style="list-style-type: none"> • ELECTION OF BOARD MEMBERS 	<ul style="list-style-type: none"> • Due to an error in the number of potential board members, the membership was instructed to vote for only two names. The top four names have been chosen to be on the Board. • New board members are: Erecia Hassell, Renée Brode, Phillip Silver, Dennis Horn. 	
<p><u>OTHER BUSINESS</u></p>		
<ul style="list-style-type: none"> • PROJECTION DESIGN STANDARDS PROPOSAL • <i>Alison Green</i> 	<ul style="list-style-type: none"> • The committee listed on document. This document needs to get this out to membership for input so that the board can add it into the ADC standards. • Motion by Roberts to direct the board to send out Projection Design Standards in the next newsletter and by email for response by the membership 30 days after that mailing. The committee will incorporate those responses and present a proposal to the board. This amendment to the ADC Standards will be sent to the membership for ratification. This to be completed by November 30, 2008. Motion seconded by Green. • VOTE: All in favour 	<p>Board to act on Projection Design Standards as explained in motion.</p>

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<ul style="list-style-type: none"> • LIABILITY INSURANCE • <i>Peter McBoyle</i> 	<ul style="list-style-type: none"> • When designers are working in theatres as independent contractors, Workers Comp does not cover an accident. Installation in non-theatrical events can require the designer to carry personal liability insurance. McBoyle arranged for a meeting with HR at the Stratford Festival and discovered that under most insurance policies, designers are not covered as we do not qualify as “duly contracted contractors” which most liability insurance policies stipulate. Further investigation revealed that there were many disciplines not covered. The Stratford Festival created a rider for all contracts based on wording from their insurance company. No extra cost was incurred by the Festival to include designers under coverage. McBoyle will make available this language for members to give to theatre companies. He encouraged members to inquire with companies whether designers are actually covered. He sent a warning to designers working in educational institutions not to sign anything that releases them from liability insurance. It becomes more complex when designers are required to be at various privately run shops etc. There was a question regarding the effect of a designer incorporating. 	<p>McBoyle to put insurance rider language into the next newsletter.</p>
<ul style="list-style-type: none"> • HEALTH PLAN UPDATE 	<ul style="list-style-type: none"> • Not available 	
<ul style="list-style-type: none"> • ADJOURNMENT 	<ul style="list-style-type: none"> • Motion to adjourn by Brode. 	
<p><i>NEXT MEETING: To be announced</i></p>		<p><i>Move to adjourn by Renée Brode.</i></p>