

ASSOCIATED DESIGNERS OF CANADA

MINUTES of the 2009 Annual General Meeting
held at the Young Centre for the Performing Arts, Distillery Historic District
Kevin & Roger Garland Cabaret, 55 Mill Street, Building 49, Toronto, Ontario
on Saturday, June 20, 2009 at 10:00 a.m.

Christopher Dennis, President of the Board of Directors, welcomed all present and presided as Chair of the meeting. Attendance was confirmed as follows:

Board:	Christopher Dennis	-	President
	Heidi McDonald	-	Vice-President
	Phil Silver	-	Director
	Ereca Hassell	-	Director
	Dennis Horn	-	Director
Members:	Sholem Dolgoy		
	Ed Kotanen		
	Martha Mann		
	Charlotte Dean		
	Nigel Scott		
	William Mackwood		
	Michael Walsh		
	Steve Ross		
	Brad Trenaman		
	Stancil Campbell		
	April Viczko		
	Kelly Wolf		
Proxies:	31		
By Invitation:	Jackie McAlpine	-	STAF General Manager
	Jaime Mellott	-	Director of Advocacy
	Scarlett Guy	-	Recording Secretary, MinuteTakers Inc.
Regrets:	Renee Brode	-	Secretary/Treasurer
	Peter McBoyle	-	Director

1. **NOTICE OF MEETING**

Notice of this Meeting of Members was delivered to all registered members in good standing in accordance with the Association's bylaws. Proof of such notice as presented by the Secretary of the Board of Directors was tabled for member review; same to be filed with these Minutes herein.

2. **ANNOUNCEMENT OF QUORUM**

It was confirmed that a quorum was present either in person or by proxy and that the meeting could therefore be properly constituted for the transaction of business. The meeting was duly called to order at 10:10 a.m.

3. **APPROVAL OF AGENDA**

The following additions were agreed to under 'Other Business':

- (a) *Projection Membership* – report and straw poll
- (b) *Membership Drive* - report

On a motion by Heidi McDonald and seconded by Phillip Silver it was:

“Resolved that the Agenda be approved and accepted with the noted changes.” *Motion carried unanimously by a show of hands.*

4. **MINUTES OF THE LAST ANNUAL GENERAL MEETING**

It was noted that the Minutes of the last Annual General Meeting held on May 24, 2008 were provided to the members together with the Notice of the Annual General Meeting, but copies were available for perusal if necessary. The Chair asked for any errors or omissions, and the following amendment was noted:

Amendment - It was noted that a number of references where proxy abstentions were recorded should have been noted as *acceptances*.

There being no further errors or omissions noted, the Chair requested a Motion that the reading of the Minutes of the last Annual General Meeting be dispensed with and be approved. On a motion by Ereca Hassell and seconded by Heidi McDonald it was:

“Resolved that the reading of the Minutes of the last Annual General Meeting of the Associated Designers of Canada held on May 24, 2008 be dispensed with and that they be adopted and verified as amended.” *Motion carried unanimously by a show of hands.*

5. **ANNUAL AUDITED FINANCIAL STATEMENT**

Jackie McAlpine of STAF provided a brief overview of the Association's financial status as evidenced by the draft Annual Audited Financial Statement that was prepared by Marinucci & Company, Chartered Accountants for the year ended December 31st, 2008.

Highlights were noted as follows:

- (a) *Balance Sheet (Accounts Receivables)* – The monies that are payable by Neptune Theatre for contracts going back to 1988 are expected to be recovered, as Neptune is cooperating. The statements for the 2008 audited report will be revised to reflect adjustments related to monies subsequently received.
- (b) *Expenses (Bad Debts)* – A number of ‘bad debts’ related to old bonds and uncollectible amounts, and a write-off of \$7,315 was reported. However, since the report was generated, some of the old receivables came in that would reduce this amount somewhat. The statements for the 2008 audited report will be revised to reflect these adjustments.
- (c) *Outstanding Bonds* - Sholem Dolgoy queried the legality of the bonds that are outstanding. **Response:** Approximately \$5,000 is outstanding. The Auditor is fine with this.
- (d) *Name of Organization* - Sholem Dolgoy observed that the auditor in his notes had referred to the 1965 name under ‘nature and purpose of the organization’. He queried whether the name was subsequently changed and if an amendment to the notes would be required. **Response:** The organization’s name is still reflected as the original name but the order of the words were changed in 1984.

Approval - On a motion by Dennis Horn and seconded by Ed Kotanen it was:

“Resolved that the Audited Financial Statements for the fiscal year ended December 31, 2008 be accepted with the noted changes.” *Motion carried unanimously as evidenced by a show of hands.*

6. APPOINTMENT OF AUDITOR

Selection of Auditor - Sholem Dolgoy expressed satisfaction with the financial report that was prepared by Sam Marinucci, which in his opinion is far superior when compared to past years. **Response:** This auditor is very familiar with the arts world and the Board is very happy with him.

On a motion by Phillip Silver and seconded by Martha Mann it was:

“Resolved that the firm of Marinucci & Company, Chartered Accountants be re-appointed as Auditors of the Association, to hold office until the close of the next Annual General Meeting, and that the Board of Directors be authorized to fix the Auditor’s remuneration.” *Motion carried as evidenced by a show of hands (with one abstention by proxy).*

7. REPORTS AND UPDATES

President's Report - The President presented a brief report on behalf of the Board of Directors regarding the activities and initiatives that were undertaken by the Association throughout the past year and into the year ahead. Highlights were noted as follows:

- (a) *Administration* - From an administrative and process point of view, things are running very smoothly with the support of STAF and Jaime Mellott.
- (b) *Negotiations* - NAC/ADC negotiations are currently in progress, which will also provide a good foundation for future negotiations with PACT.
- (c) *Regional Representation* - Regional representation has been revitalized and a very good representation of designers across the country has been achieved.

Director of Advocacy – Jaime Mellott presented a report as follows:

- (d) *Compliance Audit* – Over the course of the year, a compliance audit was undertaken to ensure that ADC is compliant in terms of Corporations Canada requirements. Several anomalies found were due to neglect by past boards to send documentation to Corporations Canada with respect to two by-law changes, i.e. a name change passed in 2003, change in registered address, etc. Although technically the new by-laws are not in effect until they have been properly registered, no real impact has resulted from an operations point of view. As it is not possible to obtain documentation to prove all of these, Corporation's Canada has agreed to accept retroactive approval by the members.
- (e) *Processes and Protocols* - In the interest of ensuring that the organization is properly structured, a Board manual has been developed to assist the directors in following proper protocols and due process. Jackie McAlpine added that STAF has implemented consistent reporting protocols, financial controls, and an organizational structure that has enhanced these processes.
- (f) *Small Claims Suit* – The ADC offers legal assistance to its members, and a joint small claims suit was initiated on behalf of ADC and Dennis Horn this year. It is expected that a significant portion of the legal fees will be recovered at the conclusion of this action.
- (g) *Regional Representation Committee* – A committee was established and a survey was circulated, which generated 115 respondents. The results will be tabulated and a report will be prepared.
- (h) *ADC Health Insurance* – As members had requested the ability to opt-in or out, inquiries of various health benefits providers revealed that the Health Services Account offered by Benecaid would allow this flexibility and also offers a tax deduction. At this point, this is the only option that is available to ADC and does not affect the existing health benefits program. Further exploration is in process to clarify how the monies already collected for health care benefits can be distributed to include the Benecaid options.

Question - Health Benefits Contributions - Sholem Dolgoy noted that the monies that were already collected for health care benefits must be used in the way in which they were intended.

Response: This point is duly noted.

Question - 'Golden Carrot' - April Viczko suggested that a proper health care plan would be very attractive to prospective members and priority should be given to this issue. She queried whether there would be any advantage for ADC members to upgrade to an extended health care program. **Response:** It has been a challenge to find a creative solution that would allow members the ability to opt-out, but discussions are ongoing and this possibility will be explored.

- (i) *Website* – The website designer that was hired to upgrade the ADC website subsequently had a breakdown and was not able to deliver what was promised; he has since agreed to return the deposit that was paid to him. Peter McBoyle has been working with Jackie McAlpine of STAF to develop what is currently on the ADC website today, and member input is welcomed as to whether this is sufficient or whether further enhancements are recommended.

Question – Privacy Issues - Charlotte Dean expressed concern that members' home addresses are coming up on Google searches and wondered whether this information should be excluded from the ADC membership directory. **Response:** All members should be aware that their contact information will be going out onto the web. Possible solutions to protect privacy of personal information will be explored further. **Action:** The existing pdf file will be taken down and a separate password protected internal list will be created.

- (j) *Newsletter* - Jaime Mellott has taken over as editor of the newsletter. Past editor Alan Brodie was publicly thanked for his hard work over the past number of years.
- (k) *Mentorship Program* – A mentorship program has been implemented, with two applicants so far. Free apprentice memberships will be offered to graduates upon their graduation.
- (l) *Strategic Planning* – The Board recently had a very positive strategic planning session. A number of initiatives were brought forward at that meeting that will be followed through in the coming year.

STAF – Jackie McAlpine presented a report on various administrative issues:

- (m) *ADC Organizational Structure* – There has been much focus on cleaning up the ADC's financial/administrative systems, with RRSPs and old receivables identified, hiring of a professional minute-taker, and other administrative processes implemented.
- (n) *Jack King Scholarship* – This initiative has finally been resolved with the HSBC. The bank account has been released and it is hoped that the monies will become accessible in due course, at which time various investment approaches will be explored.
- (o) *STAF Services* – Due to the significant amount of time being dedicated by STAF to the ADC, it will be necessary for the Board to review options for administrative services.

Regional Representation – The survey that was developed was designed to determine the needs and priorities of the designers, which was sent out to both members and non-members. The responses were split nearly equally between members and non-members. Jaime Mellott provided an overview of the information that was gathered via the survey. Erecia Hassell, Chair of the Regional Representation Committee, will further explore the communication channels that need to be developed and the type of news and information that needs to be shared.

NAC/ADC – Phillip Silver presented a status update on the NAC/ADC agreement negotiations and responded to queries. He also provided clarification on a number of issues that will be included in the upcoming PACT negotiations. Other applications where the agreement could possibly be utilized could include the National Capital Commission, Parks Canada, etc. and these will be further explored. General discussion ensued regarding projection design, Standard Government Policy, minimum fees, scope and scale, etc. and Phillip Silver and Christopher Dennis provided further clarification in response to queries. A vote to ratify the agreement will be requested from the members after the negotiations have been finalized.

8. **ELECTION OF DIRECTORS / PRESIDENT**

Members were advised that under the provisions of the By-laws, a total of three (3) Directors are to be elected to the Board of Directors this year, for a term of two years each. The position of President is also to be elected, for a term of three years.

Nominations - It was noted that the following persons had each previously accepted nominations as candidates for election:

- Phillip Silver (for President)
- Sheila White (for director)
- April Viczko (for director)
- Michael Walsh (for director)

Acclamation - As there were no further nominations and there being one candidate for the position of president and three candidates for the three available director positions, it was declared that the entire slate of nominees had been duly elected to the ADC Board of Directors by acclamation; each to serve for the full period of their terms or until their successors are duly elected or appointed.

Appreciation - Outgoing Vice-President Heidi McDonald was warmly thanked for her significant efforts on behalf of the ADC during her two terms on the Board. Outgoing director Peter McBoyle was also thanked for his willingness to assist with the website and membership database. Warm appreciation was expressed by the members to outgoing President Christopher Dennis as evidenced by a round of applause.

9. **OTHER BUSINESS**

- (a) *Membership Drive* – At the Board’s recent strategy session, it agreed to initiate a membership drive to the end of the year. A Motion was passed whereby the ADC will offer professional membership to designers as recruited and supported by two members in good standing, and will waive the initiation fee and annual dues until December 31, 2009. It was further noted that it had been ratified that a portfolio review of established designers would not be required.

Question - *Emerging Designers* – Brad Trenaman suggested that the fee waiver for apprentice memberships be offered retroactively to include those who graduated several years prior.

Response: The Board will consider this suggestion and if deemed appropriate, can pass a Motion in this regard.

- (b) *Working Standard Practices* – The Board will be reviewing the Association’s working standard practices and the membership manual, as it was last reviewed approximately four years ago.

- (c) *Projection Design* - At the Board’s recent strategy session, a Motion was passed whereby the ADC will offer membership to projection designers, waiving the annual dues, initiation fees, application fees and portfolio review, subject to review yearly at the AGM.

10. **ADJOURNMENT OF MEETING**

There being no further business brought before the meeting, the meeting was concluded at 1:00 p.m. on Motion by Martha Mann.

President

Secretary