

Canadian Heritage Arts Society
Annual General Meeting Minutes
Held at: The Canadian College of Performing Arts
1701 Elgin St, Victoria, BC

Date: October 26, 2018

Call meeting to order at 7:03

1. Jean Ives discussed the purpose of an AGM and some of the basic procedures involved. **Motion** (Jean Ives) **to adopt the modified Robert's Rules of Order for the meeting** (motion on the table, no seconder required, but it is allowed, all comments addressed to the chair). Carried
2. **Singing of "O Canada"**
3. **Motion** (Jim Griffith) **to approve the proposed Agenda as presented.** Carried
4. Point from the floor: That the by-laws approved at the last AGM were not registered with the BC Registrar until this week, and that the registered by-laws were dated 2001, neglecting several updates. For the purpose of the meeting, which by-laws are being used? Agreement to use the ones approved at the last AGM, October 24, 2017.
5. **Motion** (James Darnell) **to approve Minutes from the previous Annual General Meeting of October 24, 2017.**
 - a. Minor updates required:
 - i. On item 4, change the term to "Interim President" from "Interim Chair", as the term "Chair" was not approved until the end of the meeting.
 - ii. Remove the title 5 as it is a duplicate of item 8.
 - b. Vote on the motion and notes: Carried
6. Report from the Chair of the Board – Clayton Baraniuk
 - a. **Motion** (Jacques Lemay) **to accept the report as presented.** Carried
7. Governance Committee Report and Related Business – Michael Shepherd
 - a. Proposed changes to constitution to the New Societies Act.
 - i. **Motion** (Michael Shepherd) **that the constitution be amended in accordance with the proposed wording posted on the website in advance of the AGM.** Carried
 - ii. Discussion:
 - Issue with filing discussed (as per impromptu agenda item #4).
 - Response: As a result of the new Societies Act, updates were required of most organizations. As part of this process, it was discovered that a number of past CHAS filings were not completed. In the week prior to this meeting, all existing changes were registered and are now up-to-date with the BC Registry and match the documents posted prior to this meeting. Since the changes were consistently publicly posted and voted, we can move ahead with voting these changes. Looking forward, we are committed to more timely filings when changes are made.
 - Strong suggestion made to consider a future modification in item 2 b) of the constitution to insert the word "heritage" between the words "promote" and "arts".

- iii. Vote on the original motion: Carried
 - b. By-law amendments
 - i. Announcement prior to the motion: It has become clear to the board that the recommended changes to membership by-laws that were posted as part of the AGM notice were developed without adequate consultation. For this reason, we are striking the proposed by-law changes to do with membership until such time that they are reworked through a consultative process.
 - ii. **Motion (Michael Shepherd) that the by-laws be amended as set out in the notice of the AGM except for those amendments that relate solely to items of membership, including by-law items 1.1 a) 1, item 1.1 c) 1, and items 3 and 4.** Carried (1 opposed)
 - iii. Discussion:
 - Re-iterate the need to have a consultative and inclusive process to address any changes to by-laws.
 - Noted reason the membership is an issue.
 - a. Registry noted that the openness of membership is too broad.
 - b. Management of communications.
 - c. When sending notification to thousands, the clean-up of “bounce-back” emails and requests to unsubscribe has created a significant administrative effort at a taxing time of the school year.
 - Option exists to revisit these by-laws before next year’s AGM through a Special General Meeting.
 - Request made to revisit re-inserting a proxy vote to ensure that a physical presence at the meeting is not a limiting factor.
 - iv. Vote: Carried (1 opposed)
- 8. Report from the College’s Managing Artistic Director – Caleb Marshall
 - a. **Motion (Janis Dunning) to accept the Managing Artistic Director Report as presented.** Carried
- 9. Report of the College’s Director of Education & Programming – Heather Burns
 - a. **Motion (Eric Partridge) to accept the Education & Programming Director Report as presented.** Carried
- 10. Finance Report from the Treasurer – James Darnell

I want to offer many thanks to Annie Christie for her efforts in revamping the books and also to Linda Allen of Allen + Krauel in the completion of the audit. (Presentation of the Report.)

- a. **Motion (Jack Rompf) to accept the Finance Report.**
 - i. Discussion
 - Questions related to fundraising expenses, payroll/contract fees, and legal, drop in government grants.
 - ii. Vote: Carried.

b. **Motion** (Jim Leard) **to appoint auditor Allen + Krauel as auditor for the coming year.**

Carried

- i. Discussion whether it is typical to employ the same firm over many years.
- ii. It is common. Knowledge of the organization and its financial history are of value.
- iii. Discussion on the annual cost.
- iv. Vote: Carried

11. Election of the Board of Directors –

a. The slate of board members who were appointed during 2017-18 and are standing for election include:

- Michael Shephard
- Barbara Greeniaus
- Jean Medland
- Kathy St. John
- Randall Mang

b. Ms. Melling announced her retirement from the board prior to the AGM, opening an additional seat within the current maximum of 11 directors for a new nomination for Jean Ives (one of the founding board chairs of CHAS).

c. **Motion** (Jacques Lemay) **to elect to the Board of Directors:**

- **Michael Shephard**
- **Barbara Greeniaus**
- **Jean Medland**
- **Kathy St. John**
- **Randall Mang**
- **Jean Ives**

ii. Discussion: explanation of the nomination and election process.

iii. 3 x call for nominations from the floor was made

- Jim Hill noted that Del Elgersma expressed to him an interest in joining the Board; however, Mr. Elgersma was not present at the meeting and did not express his interest to the Board in writing. Therefore Mr. Elgersma's name cannot be considered for this election. His interest was noted for further communication.
- No further nominations came forward.

iv. Vote on the motion was carried.

d. Note: Board members continuing their terms:

- i. Maureen Shaw (*1 year remaining of 3-year term, voted Sept 28 2016*)
- ii. James Darnell (*1 year remaining of 3-year term, voted Sept 28 2016*)
- iii. Kelly Orr-Loney (*1 year remaining of 3-year term, voted Sept 28 2016*)
- iv. Clayton Baraniuk (*1 year remaining of 3-year term, voted Sept 28 2016*)
- v. Dorothy Hawes (*1 year remaining of 3-year term, voted Sept 28 2016*)

12. Meeting ended: 9:26pm