

ARTS NETWORK OTTAWA RÉSEAU DES ARTS D'OTTAWA

Annual General Meeting

Monday, June 26, 2024
Great Canadian Theatre Company
In-Person

MINUTES

Speakers: Dominic Brisson, Cassandra Olsthoorn

Cassandra Olsthoorn

- Acknowledges we have quorum

Dominic Brisson

- Meeting called to order at 7:39pm
- Land Acknowledgement

Approval of the Agenda (Dominic Brisson)

Dominic Brisson: Welcomed everyone. Asked if there were changes to the Agenda.

No changes..

MOTION: Approve the agenda for the AGM year-ended 2023

- Motioned by: Peter Zanette
- Seconded by: Kayla Calder
- No Dissenters
- No Abstentions
- All in Favour - 22
- Motion Passed

Approval of minutes of the Annual General Meeting (Dominic Brisson)

Dominic Brisson: The minutes from the last Annual Meeting, held June 15, 2023 were included in the AGM package.

Are there any changes to the Minutes?

No changes.

Motion: Approve the minutes of our AGM held June 15, 2023.

- Motioned by: Alyssa English
- Seconded by: Anona Kosmack
- No Dissenter
- No Abstentions
- All in Favour - 22
- Motion Passed

President's Report (Dominic Brisson)

Dominic Brisson: Dominic thanked the dedicated members of the Board and the staff. He thanked the operational funders.

Dominic spoke of the merger and the important milestone this AGM marks. He thanked Nicole Mile and Cassandra Olsthoorn for their incredible work on this. He also thanked Annalee Adair and her team and Evoke for their support and guidance.

Special resolution to approve the updated corporation's Bylaws (Dominic Brisson)

Dominic Brisson: Arts Network's Bylaws have been adapted to ensure they align with the new Ontario NonProfit Charities Act. And align with the recently updated Ottawa Arts Council's bylaws to allow for a smooth governance transition.

MOTION: To approve updates and changes to the Arts Network Ottawa Bylaws.

- Motioned by: Lisa Cruikshank
- Seconded by: Alyssa English
- No Dissenters
- No Abstentions
- All in Favour - 22
- Motion Passed

Motion to approve Statement of Purposes (Dominic Brisson)

Dominic Brisson: Next step in this process is to submit updated Statement of Purposes for the corporation to the Charities Directorate.

Arts Network Ottawa, previously Gloucester Arts Council and Arts Ottawa East, has not updated their since incorporation in 1987. There have been versions of purposes updated through by-law updates, but this marks an important milestone in the evolution of this organization.

The proposed statement of purposes are:

1. To promote, develop and encourage all artistic and cultural endeavors within the greater Ottawa area.
2. To advance education in the arts by providing structured learning activities such as courses, professional development seminars and conferences to artists in the greater Ottawa area.
3. To promote excellence in the arts in the greater Ottawa area by conducting research on the arts landscape and cultural workforce in Ottawa and on the support, presence and participation of and in the arts in Ottawa, and disseminating the results of the research to the public.
4. To promote excellence in the arts in the greater Ottawa area by organizing and operating an annual arts competition with merit-based prizes and awards.

There are two motions for members, the first to approve the Statement of purposes, then should that motion be carried, to approve the Articles of Amendment, Schedule A of the Articles of Amendment, so that they be submitted with the Statement of purposes to the Charities Directorate.

MOTION: To approve the Proposed Statement of purposes.

- Motioned by: Peter Zanette
- Seconded by: Jarrod Goldsmith
- No Dissenters
- No Abstentions
- All in Favour - 22
- Motion Passed

MOTION: To approve the Articles of Amendment, Schedule A of the Articles of Amendment

- Motioned by: Anona Kosmack
- Seconded by: Lisa Cruickshank
- No Dissenters
- No Abstentions
- All in Favour - 22
- Motion Passed

Treasurer's Report (Dominic Brisson and Cassandra Olsthoorn)

Dominic Brisson: Our treasurer, Naim Ghawi, was unable to attend this evening. Cassandra will report on the draft audited financials for fiscal year 2024.

Cassandra Olsthoorn:

Statement of financial position

- Increase in cash - received project funds for artist in residence in government program in December that was deferred to 2024
- Anticipate cash is reserve held from high interest years in 2020 and 2021. As part of our stewardship - is not funds that ANO has access to.

Statement of operations

- Slight surplus that was planned to increase the the ANO reserve, as part of financial risk planning

Any comments or questions?

Lisa Cruickshank:

- Can the auditors of Andre and Co can have a watermark that doesn't block the draft financials so you can read them properly?
- Any deferred revenue that is carried over last year is there some way we can be ensured the funds are OK within the merger process

Cassandra Olsthoorn:

The requirements of our operating grants is the money we received had to be spent that year. The priority for the city for ANO and OAC is we are continuing our services to the community over the course of the year, and there is no concern for them that we are keeping a surplus.

MOTION: To approve the Arts Network Ottawa Audited Financial Statements ending December 31, 2023, as presented.

- Motioned by: Lenore Gale
- Seconded by: Lisa Cruickshank
- No Dissenters
- No Abstentions
- All in Favour - 22
- Motion Passed

Appointment of Auditors for 2023/24 (Dominic Brisson)

Dominic Brisson: I now present a motion to appoint Andrews & Co. as auditor for Arts Network Ottawa for 2024.

MOTION: To approve the appointment of Andrews & Co, as the auditors for the 2024 fiscal year.

- Motioned by: Jeff Richstone

- Seconded by: Kayla CAlder
- No Dissenters
- No Abstentions
- All in Favour - 23
- Motion Passed

Motion to approve donation of assets (Dominic Brisson, Cassandra Olsthoorn)

Cassandra Olsthoorn: The first operational step of the merger is to secure a vote for a donation of assets. At this time, our lawyers are determining the most risk-averse process to do so. The newly merged organization will be in place for 2025, and that first requires a motion to pass for a donation of assets from one organization to another. We are currently determining which organization will donate assets. We will have confirmation of this once we receive approval of the Charities Directorate. A reminder that both OAC and ANO will be operating independently till the end of our fiscal year, and in our case that is December 31, 2024. We anticipate the donation of assets to take place in early 2025. So today, we'd like to pass a motion that will enable us to transition in the new year. Before we table the motion, are there any questions regarding the donation of assets?

No questions.

MOTION: Be it resolved that, in the event the Charities Directorate does not approve ANO's proposed purposes, at the end of its 2024 fiscal year ANO shall donate all of its assets to OAC.

- Motioned by: Peter Zanette
- Seconded by: Anona Kosmack
- No Dissenters
- No Abstentions
- All in Favour - 24
- Motion Passed

Nomination Committee Report (Dominic Brisson)

Dominic Brisson: Dominic thanked Past-President Lenore Gale, and Treasurer Naim Ghawi, as they are completing their terms at this AGM. He also thanked Kimberley Dawkins for her two years of service on the board.

Election of Board Members (Dominic Brisson)

Dominic Brisson: The election of new board members is next. Given the upcoming merger, the board terms have been adjusted in this unique case to ensure we have institutional knowledge represented once the boards of directors join together to oversee the fiduciary responsibilities throughout the transition year.

To ensure board support in the transition into one service organization, the executive committee of the board of directors, in accordance with our By-Laws, has extended my term as a director for one year, until the 2025 AGM.:

We would like to bring forward a motion to elect the following new members to the board:

Rob Henderson
Chris Johnson
John Hong
Dan Pujdak
Anne-Marie Brugger
Waris Dualeh
Isabel Metcalfe
Chirag Gehani

They join me (Dominic Brisson), Jeff Richstone, Anona Kosmack, Murray Dineen, Claudia Salguero, Isabelle Tooker, and Alyssa English in continuing with the board.

MOTION: That the following list of members be elected as Directors of the Arts Network Ottawa:

- Rob Henderson
- Chris Johnson
- John Hong
- Dan Pujdak
- Anne-Marie Brugger
- Waris Dualeh
- Isabel Metcalfe
- Chirag Gehani

- Motioned by: Anona Kosmack
- Seconded by: Isabelle Tooker
- No Dissenters
- No Abstentions
- All in Favour - 24
- Motion Passed

Comments and questions from the membership (Dominic Brisson)

Dominic Brisson: We would now like to open things up to you, our members, for any questions

Jarrold Goldsmith: He made a statement that this is what the arts community needs and this is an inspiration. This shows a lot of leadership and a beacon of hope for the arts community – so thank you.

Peter Zanette: Asked about timelines for the process – when things will be established – when there will be a call out to committees.

Cassandra Olsthoorn:

It's part of the process in the new way of working that we are building and we are working in a difficult environment. This phase of work was funded by funders so we are seeking funding from other sources. We want to be mindful of the services we offer so how and when we roll this out – there are a lot of pieces that will determine the capacity which will determine the speed.

We have to move at the speed of trust – the model only works if the community is working with us.

Our goal is to have some framework to begin some testing in the new year when we merge. Everything will be happening in a series of tests and we will share our the learnings and shift to adjust

Peter Zanette: I know it may take a little longer but I realize it's a lot of work for a volunteer board so I want to acknowledge that part.

Cassandra Olsthoorn: A really big point of pride is we are finding ways to pay out stipends to the community for this work so that's a piece of the work to build equity into the model instead of asking the community to volunteer.

Adjournment (Dominic Brisson)

Dominic Brisson: With no further questions, I would like to ask for a motion to adjourn the Annual General Meeting of the membership.

MOTION : To adjourn the 2023 Annual General Meeting.

- Motioned by: Lenore Gale
- Seconded by: Alyssa English
- No Dissenters
- No Abstentions
- All in Favour - 24
- Motion Passed

Dominic Brisson: Thank you all for joining us. To celebrate this milestone in our merger process, and our collaborative accomplishments, please join us for some refreshments and music in the lobby.

Meeting adjourned at 8:04pm

ATTACHMENTS TO MINUTES

- Agenda
- Attendance
- Proxy Forms
- June 15, 2023 Minutes
- Fiscal Year Financial Statements
- Slate of New Directors