



OTTAWA **ARTS**
COUNCIL | CONSEIL DES
ARTS D'OTTAWA

Annual General Meeting

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

MINUTES

Speakers: Anne-Marie Brugger, Josh Schram, Nicole Nilne

Anne-Marie Brugger

- Meeting called to order at 6:55pm
- Acknowledges we have quorum

Nicole Milne

- Land Acknowledgement

Approval of minutes of the Annual General Meeting (Anne-Marie Brugger)

Anne-Marie Brugger: On June 19, 2023, the members gathered for last year's AGM in the Ottawa Art Gallery Studio.. Minutes were distributed to all registered members in advance of this meeting. Are there any questions regarding last year's minutes?

No questions.

MOTION 1: To approve the Minutes from the 2023 Annual General Meeting, held on June 19, 2023

- First Rob Henderson
- Second Anona Kosmack
- No Dissenters
- No Abstentions
- All in Favour - 29
- Motion Passed

President's Report (Anne-Marie Brugger)

Anne-Marie introduced herself and spoke of the upcoming merger and the importance of the AGM in that process. She acknowledged Nicole Milne and Cassandra Olsthoorn's hard work in uniting the two organizations. She thanked our operational funders. She thanked the staff, board and volunteers.

On the merger presentation, Anne-Marie noted that the teams have invested a significant amount of work in the development of the merger model, uniting us – at long last – in our mission. Today's AGM will mark a milestone in this process. She invited everyone to join the Council on this journey.

4. Council Bylaws (Anne-Marie Brugger)

Anne-Marie Brugger: Ottawa Arts Council's Bylaws have been adapted to ensure they align with the new Ontario NonProfit Charities Act, and align with the recently updated Arts Network Ottawa bylaws to allow for a smooth governance transition.

This new act requires all not-for-profit organizations incorporated in Ontario under the old Act to update their letters of patent and by-laws to ensure they conform with the new act.

MOTION 2: To approve updates and changes to the Ottawa Arts Council Bylaws.

- First Kirk Shannon
- Second Peter Honeywell
- Any Dissent (an objection)
- Any Abstentions
- All in Favour 29
- Motion Passed

5. Statement of Purpose (Anne-Marie Brugger)

Anne-Marie Brugger:

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

Ottawa Arts Council, previously Celebration Arts Ottawa and Council for the Arts in Ottawa, have updated their purposes to better align with the sector's needs today.

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, and Schedule A of the Articles of Amendment, for submission to the Charities Directorate.

MOTION 3: To approve the Proposed Statement of purposes.

- Motioned by: Natalie McLellan
- Seconded by: Kayla Calder
- Any Dissent (an objection)
- Any Abstentions
- All in Favour 29
- Motion Passed

MOTION 4: To approve the Articles of Amendment, Schedule A of the Articles of Amendment

- Motioned by: Natalie McLellan
- Seconded by: Kirk Shannon
- Any Dissent (an objection)
- Any Abstentions
- All in Favour 29
- Motion Passed

6. Treasurer's Report (Joshua Schram)

Joshua Schram:

Key Takeaway:

I always remain impressed with the OAC's ability to do so much with a limited budget while maintaining a healthy financial position. They are poised to succeed into the future and fulfill their mandate.

Audit Opinion:

Standard qualified opinion that's normal for NPOs. After 10 years of working with the great team at Hendry Warren, we opted to switch to Andrews and Co. after passing a motion last year to rotate.

Statement of financial position:

- Strong cash position YoY. Main difference is from the decrease in city funding.
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- Deferred Contributions - made up of project funding from OCF, Canadian Council for the Arts and CAPICOA. Last year had 30k from the City / Dept of Heritage that was used in projects for the year
- Net Assets are down YOY related to the small loss we had, shown in the Statement of Changes in Net Assets

Statement of Operations:

Revenue

- Decrease in funding from the city of ~6%, which largely made up the loss
- Dept of Heritage - was special project funding and was deferred from last year and we took into income this year
- Project funding - To bridge funding gaps, we were able to tap into project specific funding which was up almost \$75k this year. We were also able to include contract services in that funding which is why you'll see a big drop in that below
- Hard year in terms of private funding, fundraising and donations where we were down a combined 23k
- Rental income is back up as we return to our new normal
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Expenses

Largely flat YOY for a lot of the administrative items. Some highlights

- Professional fees up by 5k - paying artists, judges, etc. more
- Programming - down but a lot of that spending went through the Project line

Loss really tied to the decrease in funding from the city.

Cash Flow Statement:

- Small loss is basically equal to the decrease in cash
- Changes in non-cash working capital offset each other

MOTION 5: To approve the Ottawa Arts Council Audited Financial Statements ending February 29, 2024, as presented.

- First Chirag Gehani
- Second Chris Johnson
- Any Dissent (an objection)
- Any Abstentions

- All in Favour 29
- Motion Passed

7. Appointment of Auditors for 2024/25 (Anne-Marie Brugger)

Anne-Marie Brugger:

Audits play a crucial role in ensuring transparency, accountability, and financial integrity for non-profit arts organizations. Our experience with Matt and his team Hendry Warren has been exemplary over recent years. At the last AGM we committed to onboarding a new auditing firm. We would like to bring forward a motion to engage **Andrews & Co** for the 2024/25 fiscal year.

MOTION 6: To approve the appointment of Andrews & Co, as the auditors for the 2024/25 fiscal year.

- First Rob Henderson
- Second Chirag Gehani
- Any Dissent (an objection)
- Any Abstentions
- All in Favour 29
- Motion Passed

8. Executive Director's Report (Nicole Milne)

Nicole expressed her gratitude to all members for their engagement and support over the past year.

Over the past fiscal year, the team has worked tirelessly to ensure the Council's success, each playing a fundamental role. The merger has necessitated an additional investment of time that the staff has balanced with Council annual deliverables.

Nicole thanked the staff.

Together, the team have accomplished significant milestones showcasing the Council's dedication to artist growth, cultural sector advocacy and meaningful community engagement. Here are a few highlights:

- engaged with the Ottawa Cultural Alliance to support our local advocacy efforts, have resurrected the Ottawa Cultural Research Group in partnership with Arts Network Ottawa
- achieved a stronger presence for culture in City Council Terms of Priorities, and at long last, a final report on the City's Culture Plan that culminated in 2018
- Full Spectrum Professional Development Series officially launched March 2023 and was dispersed globally

- further info was given on the annual Arts Awards, the second year of the Mandala Project and the success of our first micro-granting series

Nicole spoke of the merger and of the AGM marking a milestone in the history of both organizations to ensure we continue to do the work with an amplified platform.

9. Donation of Assets (Nicole Milne)

Nicole Milne:

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 February 28, 2025. 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 7: Be it resolved that OAC shall donate all of its assets to ANO at the end of its 2024 fiscal year, subject to the Charities Directorate approving ANO's proposed purposes.

- First Kayla Calder
- Second Peter Zanette
- Any Dissent (an objection)
- Any Abstentions 6
- Not in Favour 1
- All in Favour 22
- Motion Passed

10. Board Nominations (Anne-Marie Brugger)

Anne-Marie Brugger:

These Directors either completed their terms in 2024 or resigned from the board for personal reasons this year:

1. Lily Akagbosu (Akag-BOH-sue)
2. Bill Staubi (STOW-bee)
3. Jeanelle Dundas
4. Jamie Kwong

11. Election of Board Members (Anne-Marie Brugger)

Anne-Marie Brugger: 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 board of directors unanimously approved the following Board members' extension on their terms till February 2025. If present, I'd like to ask the board members to stand when their name is called so the members can put a face to the name:

- Rob Henderson
- Chris Johnson
- John Hong
- Dan Pujdak

They join me (Anne-Marie Brugger), Chi Gehani, Waris Dualeh, and Isabel Metcalfe in continuing with the board.

Ottawa Arts Council would like to bring forward a motion

Anne-Marie makes a motion:

AM MOTION 8: That the following list of members be elected as Directors of the Ottawa Arts Council:

- Dominic Brisson
 - Jeff Richstone
 - Anona Kosmack
 - Murray Dineen
 - Claudia Salguero
 - Isabelle Tooker
 - Alyssa English
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- First Chirag Gehani
 - Second Rob Henderson
 - Any Dissent (an objection)
 - Any Abstentions
 - All in Favour 29
 - Motion Passed

12. Comments and questions from the membership (Anne-Marie Brugger)

Anne-Marie Brugger: Opens the floor to questions

Peter Zanette asked about community members being involved in coming with the mission and value statement

Nicole Milne: The community will be consulted. We are branching out some of the decision making through the other opportunities and they can be participating in the decision making and consultation of that process. We will note that you (Peter Zanette) would like to be involved.

It will be an inclusive process and we will ensure transparency.

Peter Zanette: I hope at the end of the day committee reports and committee reports should be on the website – looking for that type of transparency.

Julia Hodgson wanted to know where we would be situated.

Nicole Milne: The answer is we don't know yet

13. Adjournment (Anne-Marie Brugger)

MOTION 9: To adjourn the 2024 Ottawa Arts Council Annual General Meeting.

- First Kayla Calder
- Second Jeffrey Richstone
- Any Dissent (an objection)
- Any Abstentions
- All in Favour 29
- Motion Passed

Adjournment time 7:37pm

END

ATTACHMENTS TO MINUTES

- Agenda
- Attendance
- Proxy Forms
- June 19, 2023 Minutes
- 2023-2024 Fiscal Year Financial Statements
- Slate of New Directors