

**Visual Arts Nova Scotia
Annual General Meeting
5:00pm, Wednesday, June 25, 2013
Wooden Monkey, Dartmouth, NS**

Present: Katie Belcher (President), Andrea Puszkas (Treasurer), Eliza Fernbach (Vice President), Carolyn Vienneau (Region 7), Lis Van Berkel (Region 2B), Judith Brannen (Region 5), Charlotte Wilson Hammond (Ex-Officio CFNS Rep), Sally Warren (Region 3), Alexa Jaffurs (Region 2A), Pamela Swainson (Region 6), Natasha Krzyzewski (Region 4A), Adelle Schemm (Region 8), Kelli Janson (Region 1), Laura Baker Roberts (ex-officio SUNSCAD), **Staff:** Briony Carros (Executive Director), Andrea Ritchie (PAINTS Coordinator), Becky Welter-Nolan (Programming Coordinator), **Members:** Emma Fitzgerald, Carol Morrison, Andrew Maize, Jack Wong, Caroline Murray, Laurel Rath, Hannah Minzloff, Elizabeth Jablonski, Gary Castle, Sera Senakovicz, James MacSwain, Heather Wilkinson, Ken Ward, Dawn George, Gwen Paquin, Barbara Schmeisser, Dawn MacNutt

Regrets: Susan Malmstrom (Secretary).

Minutes: Becky Welter-Nolan

Call to order at 5:20 pm by Katie Belcher, with introductions and thanks to the Wooden Monkey for hosting this year's AGM

Approval of Agenda

Motion to move the approval of auditor to after the financial report

Moved by Eliza, seconded by Pam
Unanimous approval

Approval of 2013 AGM Minutes:

Moved by Ken Ward, seconded by Eliza.
Unanimous approval

President's Report: Katie Belcher

Included in the 2013-14 Annual Report.

Executive Directors Report: Briony Carros

Included in the 2013-14 Annual Report

Treasurer's/Financial Report

Included in the 2013-14 Annual Report, 2014-15 Annual Budget attached as appendix.

Andrea reviewed the **year-end Financial Statements:**

Notes regarding the mentorship program sponsorship, and using the unrestricted surplus to mitigate any transitional periods of funding. No other significant changes since the last review.

MOTION to adopt the year-end Financial Statement, made by Eliza, seconded by Natasha.

Unanimous approval

Briony reviewed the **2014-15 Budget:**

No significant changes since the last review. A few changes in terms of programming since there are some programming grants coming in potentially,

but otherwise not much has changed.

Appointment of Auditor

Candidate for Financial Auditor: Mitch Miller

Motion made by Andrea, seconded by Eliza.

Unanimous approval.

Election of Directors

MOTION: Due to the vote on the proposed amendments to the by-laws, term of the current Board of Directors will be extended until September 2014. A special meeting of the membership will be called to elect the new slate of directors.

Motion made by to Charlotte to delay the election of directors, seconded by Eliza
Unanimous approval.

Special Business: Memorandum of Association and By-Law Amendments

MOTION To accept the changes as presented to the Visual Arts Nova Scotia Memorandum of Association By-Law (attached as appendix)

Motion made by Hannah Minzloff to accept the changes to the by-laws as presented, seconded by Eliza.

Discussion:

Carol Morrison – I don't understand 5.5

Katie – We're proposing to decrease the number of board members to maintain regional diversity but not specify from which region so that we are making sure to have representation from across the province.

Carol – So does this mean there will be no reps for your area?

Katie – Yes, we are hoping to have more of this work done by an engagement committee to do that kind of work, rather than that be taken on at the board level. Part of the intention was to solve some of our governance issues and move that work to committees.

Pam – my observation very quickly was that there were often empty spaces from regions and we weren't meeting often enough that representation was spotty the way the board is currently structured, with a smaller board we will meet more often, so that everyone part of it will be more actively involved from the start and the hope is that committees will be more active in addressing issues from certain areas, and so that members can be part of the engagement and decision making outside of the board. The work really fell inordinately on the executive to take care of everything between the board meetings and didn't leave it open for others to get involved.

Carol – Anna Wade really made us all feel part of VANS in that case all the weight was on the rep. rather than the committee but getting a rep like that is very unusual.

Charlotte – with the new structure, there would be nothing to stop the current regions from continuing that engagement and in fact it will probably be more effective with the new structure, because the board really should do the work of the organization, not just the staff and the executive. Then you can have engaged people in communities, would still have access to all the information without being an official representative, where even a committee of those interested people can participate in and access funding from VANS for shows, but it would be up to the community to make the initiative rather than the staff at VANS.

Katie – You want to be able to access that expertise to share that energy with

other regions at a committee level, so that we don't have ebbs and flows of engagement from regions because it won't be weighted on a single person. Then engaged people can continue on these committees for as long as they please and then it can be open to any members and that experience can be shared.

Pamela – We identified that this was our priority and that the first step was to restructure the board, and the next step is to create this committee structure so that we can engage our members.

Katie- The hope is to structure according to governance, so that the board handles governance and committees handle the work and encourage engagement. Our Executive was acting as our board and it was too small to act as a board and this is based on a history nearly forty years ago and our needs have changed and this proposal will allow the board to be adaptable. It's not only a regional engagement, but the Acadian community, and cross provincial engagement outside of regional boundaries.

Barbara – I think this is really interesting and I think it could be quite positive, I'm just wondering about the deletion of reps position responsibilities, will this still be accessible?

Katie – yes, this is just about cleaning up the by-laws and making it more flexible so that we can change over time.

Briony – we have other policies that better suit these descriptions that function better outside of our by-laws because they aren't necessary to the by-laws and it prevents us from being able to be flexible.

Ken – the ex-officio members do they get a vote?

Katie- no they are only there for discussion.

Unanimous approval.

Adjournment

Call for adjournment made by Pamela, meeting adjourned at 6:08pm