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CANADIAN ASSOCIATION OF FINE ARTS DEANS

MINUTES

Annual General Meeting 2014

October 18, 2014, 9:00 a.m. ADT, Moncton, NB.

Participants

EXECUTIVE

- **Chair:** Vlad Spicanovic, Dean, Faculty of Art, OCAD University
- **Past-Chair:** Catherine Wild, Dean, Faculty of Fine Arts, Concordia University
- **Secretary/Treasurer:** Hans vanderLeest, Dean, Faculty of Arts, Mount Allison University
- **Western Canada Rep:** Denise Roy, Dean, Fine Arts and Communications, Grant MacEwan University
- **Eastern Canada Rep:** Sean Ferguson, Dean, Schulich School of Music, McGill University
- **Member-at-Large:** Susan Stewart, Dean, Culture and Community, Emily Carr University of Art and Design
- **Member-at-Large:** Wisdom Tettey, Dean, Creative and Critical Studies, UBC-Okanagan

MEMBERS

- Lisa Roy, Doyenne, Arts et Sciences Sociales, Université de Moncton
- Gordon Smith, Vice Dean, Arts and Science, Queen's University
- Edward Jurkowski, Dean, Faculty of Fine Arts, University of Lethbridge

- Elspeth Pratt, Associate Professor & Director, School for the Contemporary Arts, Simon Fraser University
- Todd Hennessey, Head of Fine Arts, Memorial University - Grenfell Campus
- Jason Frizzell, Dean, School of Creative Arts, Red Deer College
- Wes Pearce, Associate Dean (Undergrad), Fine Arts, University of Regina
- Cezary Gajewski, Chair, Faculty of Arts, Department of Art and Design, University of Alberta

***Regrets:**

- Richard Hauck, Dean, Communication and Design, Ryerson University
- Richard Sigurdson, Dean, Faculty of Arts, University of Calgary
- Betty Anne Younker, Dean, Don Wright Faculty of Music, Western University
- Ann-Barbara Graff, Dean, Art History and Critical Studies, NSCAD University

**Please note listed regrets includes only those registered to attend the conference but send regrets for the AGM portion of the schedule. All members not registered are also officially regrets.*

Recording Secretary: Danika Caron

Prior to the AGM, most of the Agenda items were made available to the Executive Committee and to the Members. The items not circulated in advance were available in hard copy at the AGM.

1. Call to order

Chair Vladimir Spicanovic called the meeting to order at 9:01 a.m. ADT.

2. Appointment of Recording Secretary

Chair Vladimir Spicanovic introduced Danika Caron to the assembly and suggested she be chosen as the official recording secretary for the AGM.

***Motion:** Moved by Denise Roy and seconded by Cezary Gajewski to appoint Danika Caron as the recording secretary. Motion adopted unanimously.*

3. Agenda

Vladimir asked if anyone had any changes or new items to bring to the Agenda. No modifications were made to the agenda nor were any new items brought forward.

Motion: *Moved by Edward Jurkowski and seconded by Wisdom Tettey that the Agenda for the 2014 AGM be approved as presented. Motion adopted unanimously.*

4. Minutes of the 2013 AGM

Vladimir asked if everyone had a chance to review the Minutes for the 2013 AGM. He allowed a few minutes for the members to look the Minutes over one last time. It was noted that Shelly Scott's name needed to be moved to the list of regrets as she had not attended the AGM.

Motion: *Moved by Todd Hennessey and seconded by Susan Stewart that the Minutes of the 2013 AGM be accepted as amended. Motion adopted unanimously.*

5. Motion to Approve Executive Committee Decisions

Vladimir briefly outlined the decisions taken by the Executive committee during the past year.

He spoke of the renewed contract for the newsletters. This also included making the newsletter tablet and Smartphone accessible.

He then spoke of the use of teleseminars to communicate, noting that there was only one teleseminar during the year, but that there would be the opportunity for more this upcoming year.

He concluded by presenting the fact that CAFAD was now registered through Industry Canada as a not-for-profit corporation.

Motion: *Moved by Catherine and seconded by Lisa that the members accept all decisions, approvals and actions taken by the Executive Committee on behalf of CAFAD since the 2013AGM. Motion adopted unanimously.*

6. Chair's Report – Vladimir Spicanovic

Vladimir began his report by thanking everybody for attending the AGM. After thanking the attending members, he took the opportunity to thank the executive committee as well as both Lisa Roy and Hans vanderLeest for hosting this year's AGM. He concluded by thanking one final person, Catherine Wild, for working as past-chair of CAFAD. The executive committee offered her a thank you gift. Catherine accepted the gift and thanked the members assembled for the learning opportunities being a part of CAFAD presented.

During the report, Vladimir also stressed the importance of CAFAD for the future. He noted the sense of community found within CAFAD and how the newsletters and the teleseminars could be

utilized to further that sense of community as well as for continued professional development. He concluded by speaking of the importance of CAFAD for the future of the arts in Canada.

Vladimir then turned the floor over to Hans for the Treasurer's report.

7. Motion to Approve Current Financial Statements

Hans took the floor to present the current finances of CAFAD. He noted that members may have noticed something unusual under the section "other income." The large amount in the Other Income line was because last year's conference, shared by three hosts in Montreal, allowed a significant amount of conference money to be returned to the association.

He also remarked that CAFAD stood to either break even this year or finish the year with a slight profit.

Finally, Hans noted that the current conference expenses are not yet reflected in the financial statements.

***Motion:** Moved by Catherine Wild and seconded by Edward Jurkowski that the financial statements as presented be accepted. Motion adopted unanimously.*

8. Motion to Approve the 2015 Budget

The members held a discussion on the 2015 budget. It was noted that the amount of income allotted from the membership fees was determined by estimating that there would be between 43 and 45 members in CAFAD.

In addition, the members spoke of the lower than usual number of attendees at the conference in the past few years. While the number of memberships has not gone down, the number of members attending the AGM and Conference has. It was determined that the budget would be created for the next AGM with the provisional numbers of 20 to 25 members attending the AGM and Conference.

Several suggestions were brought forward in order to increase the number of attendees. Wisdom Tettey mentioned that when universities transition in a new dean, the messages from CAFAD aren't always forwarded. It was suggested that Anne Marie/Megram be given the contact information of two different people for each university in order to ensure that contact is being made in each university and that communication is being received. Vladimir also suggested that another option to fix this issue was to give the responsibility of verifying that communication is being established over to the regional or provincial levels.

Catherine noted that another possible cause for the lower number of attendees might be the date of the conference. It was suggested that holding the conference prior to thanksgiving weekend rather than after could allow more members to attend.

Denise asked where the \$1200 allotted for the teleseminar was going to go. It was suggested by Catherine to add a breakdown of cost under that specific item.

Finally, Hans addressed the question of the newsletters. He said that the cost didn't add up under newsletter in the provisional budget because the cost of the newsletters is flexible. He also suggested that the cost of the newsletters be given a separate budget line rather than being shown in the Special Projects line.

***Motion:** Moved by Hans vanderLeest and seconded by Denise Roy that the 2015 CAFAD Budget be approved as presented. Motion adopted unanimously.*

9. Motion to Appoint members of the Financial Review Committee

Vladimir noted that due to the new bylaws, a minimum of two members who are not on the executive committee needed to be appointed to review CAFAD's finances.

Elsbeth Pratt volunteered to be one of the members; however, as the bylaws have yet to be reviewed and to become official, it was decided that the motion to appoint would be suspended until the day when they were officially put in motion.

10. Motion to Appoint Officers for 2014-2015

Vladimir thanked everyone on the current executive for all of their work in the past year. He also thanked Catherine for her role as past-chair during the past year.

He read the nominations for the three new Executive Committee Members as follows: Edward Jurkowski, Denise Roy, Gordon Smith, and Hans vanderLeest.

The members were asked to vote. Denise Roy, Gordon Smith and Hans vanderLeest were voted in. It was then suggested by Catherine that when it came the time to vote for the Financial Review Committee, Edward should join Elspeth.

The CAFAD Board of Directors was presented as follows after the vote:

2015-2016 CAFAD Board of Directors

Chair: Vladimir Spicanovic (term ending AGM 2015)

Treasurer: Hans vanderLeest (term extended to AGM 2015)

Eastern rep: Sean Ferguson (term ending AGM 2016)

Director-at-large: Susan Stewart (term ending AGM 2015)

Director-at-large: Wisdom Tettey (term ending AGM 2016)

Western rep: Denise Roy (term extended to AGM 2015)

Director-at-large: Gordon Smith (term ending AGM 2017)

New or re-elected members: Denise Roy, Gordon Smith and Hans vanderLeest

Motion: Moved by Catherine Wild and seconded by Lisa Roy that the following members be appointed as the CAFAD Executive for 2014/2015 for a term of minimum one year.

11. Discussion items.

11.1 Motion to Adopt new Mission Statement

Vladimir asked the members of the AGM if they had had a chance to review the new mission statement. Several members voiced their opinion that the new mission statement was more concise and closer to the objective of CAFAD.

Edward questioned why the third point of the mission statement was the only one not containing the terms “Fine Arts” and “post-secondary.” Rather than adding them to the third point, the group decided to leave the sentence as is. The members decided that only having the terms “Fine Arts” and “post-secondary” in the first point was concise enough. As a result, they chose to remove the part of the sentence under point two that spoke to those terms.

This created a new mission statement that read as follows:

- To be a national voice for post-secondary programs in the Fine Arts to the public at large, government and within the academic community.
- To provide a forum for regular discussion and exchange of information and ideas.
- To offer opportunities for professional development to those in leadership roles.

Motion: Moved by Denise Roy and seconded by Sean Ferguson to adopt the new Mission Statement as presented.

11.2 Motion to Adopt new Bylaws

Vladimir began by explaining that CAFAD registered as a not-for-profit corporation a month ago and that bylaws had been drafted. This was in order to protect the company from liability as well as to promote the recognition of CAFAD. He followed by asking people their input on the bylaws.

Wisdom began the discussion by bring up a discrepancy found under number 10. Under the section membership, the member category “Affiliate,” as presented under 10a, switched to “Associate” under 10d. Catherine suggested that the term “Affiliate” be substituted under the section 10d so that the section reads as follow:

10d) Organizations that do not meet the criteria for Full Membership but which have an interest in accreditation of post-secondary professional programs or educational institutions, and whose objectives and programs effectively support those of the Association, may apply for Affiliate Membership. Affiliate Members must not exceed fifty percent (50%) of the total number of Full Members.

Vladimir also used this opportunity to describe the difference between a Full Member and an Affiliate member. The main difference outlined is that Full Members have voting status while Affiliate Members do not.

Finally, under the section Membership, Catherine asked about the differences between points d) and c), to which Vladimir answered that d) described and regulated Affiliate Membership while e) explained what Affiliate Members can and cannot do within the association.

The next section addressed in the bylaws was section 17. This discussion was used to clarify the 2/3 majority vote needed during general meetings. The 2/3 refers to members attending the general meeting and not to 2/3 of all members of the association. The final decision was to leave section 17 as written.

Under section 20, Catherine noted that “past-chair” should read as “vice-chair,” making the section read as follow:

20) In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting must choose one of their number to chair the meeting.

Section 21 on quorum was the one that generated the most discussion. Catherine was concerned that 40% was too high of a number needed for quorum as the attendance has been lower in the past couple of years.

Wisdom suggested that a possible solution could be to call a second vote if the 40% necessary for quorum wasn't met. However it was stated that this would make things difficult as differing would be inconvenient.

Cezary then asked if there would be the potential for a larger quorum if more than one meeting were held. Wisdom asked if a second meeting was necessary. The idea of having more than one meeting was dismissed in order to focus on rewriting the section around the attending members. The rewriting of the section under that angle was done in an effort to motivate others to attend the meeting in order to exercise their right to vote.

For those unable to attend the meeting, it was noted that they would be able to vote by proxy. Voting by proxy was clarified as the right to give your vote to an attending member rather than by voting beforehand. It was also determined that there should be a proxy form sent out in order to assure consent. Catherine expressed the concern that proxy votes would become the only way to fulfill quorum. The members agreed that the proxy vote should not be the functioning mechanism for the meeting and that they would watch the levels of proxy voting this coming year in order to determine if proxy voting was an aid or the only way to obtain quorum.

The final amendment to that section agreed to by all members was to drop the 40% to 33% and to add Full in front of “members” in order to clarify who has the right to vote. Section 21 reads as follows:

21) A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) is 33% of Full Members, attending in person or by proxy, as verified by the Chair. If the Chair is not in attendance at the meeting, the Treasurer will verify if there is quorum. If a quorum is present at the opening of a meeting of members, the members present

may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

After the members clarified section 21, the title of section 22 was brought into questioning by Denise. She noted that it seemed to be the wrong title as the section described the breaking of a tie and not electronic voting. The title of section 22 was rewritten as follows:

22) Votes to Govern at Members' Meetings.

No changes were made to section 23; however, Vladimir clarified that electronic voting, as described under section 23, was not to be used in order to meet quorum, but rather as a method to vote on bigger topics outside of members' meetings.

Under section 25, Catherine noted that the nomination forms needed to be adjusted. In order to be nominated, two people have to sign for the member who is presenting themselves. Catherine suggested that a note be added to ensure that the potential candidates who do not know other members enough to ask for a signature be assured that their candidacy would still be considered as the person in charge of elections would help them with the signatures. This is to be done in order not to deter people from applying.

Under section 28, Catherine noted that the fourth bullet point under the description of the role of the Chair needed to be modified in order to include the vice-chair. The point reads as follows:

- Should the Chair not be available to perform duties, should there be a Vice-Chair, the Vice-Chair will carry the duties, otherwise the other directors will elect a Chair from amongst the directors present at a scheduled meeting.

Wisdom noted that under the second bullet of section 32, an extra verb seemed to have made its way in the sentence. The verb "be" is to be struck out so that the sentence reads as follows:

- Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such a meeting.

Finally, Vladimir explained that, as outlined under section 40, bylaws need to be approved at an AGM.

Motion: *Moved by Susan Stewart and seconded by Gordon Smith to adopt the new Bylaws for the Association as amended.*

11.3 Newsletter

Several members indicated that the summer deadline was problematic. Vladimir agreed that the date could be reviewed.

Wisdom then suggested that Megram should have two addresses to which they can send the newsletter.

The members agreed that the new template was a good communication mechanism. Vladimir encouraged the members to utilize the newsletter by sharing and participating in the newsletter. He noted that the next deadline was sent two or three weeks prior and that the date was set for November 7th. He concluded by suggesting that if the newsletter continues to be successful, they could try to organize each newsletter by theme in order to make it an even more useful tool.

Vladimir then handed the floor over to Wisdom in order to speak about the 2015 AGM.

11.4 AGM 2015

Wisdom began by explaining that the focus for the next conference was on getting a higher number of attendees. In order to do so, the members present at the AGM debated on whether to hold the conference before or after Thanksgiving. It was tentatively decided that the meeting be held the weekend prior to Thanksgiving. The date is to be officially decided once the members not attending the 2014 AGM are contacted.

Wisdom and Catherine also suggested that the registration be done in advance this year. The suggested time was the month of February. This is in order to ensure that there are no other events conflicting with the AGM as other members are already in the process of booking fall events. Also to be done in advance this upcoming year is the distribution of a draft program. Distribution of the program is seen as a method to entice other members to attend the conference. The date is tentatively set for late winter/early spring at the latest.

Vladimir thanked Wisdom for taking on the project of organizing the next conference.

12. Other business

13. Adjournment

***Motion:** Moved by Edward and seconded by Catherine to adjourn the 2014 CAFAD AGM. Motion adopted unanimously.*

Meeting adjourned at 10:55 a.m.