

ARTS COUNCIL ~ WINDSOR & REGION



1942 Wyandotte St. E. Windsor, ON N8Y 1E4
(519) 252-6855 Website: www.acwr.net Email: acwr@msi.net

Arts Council - Windsor & Region is a non-profit organization that enriches the quality of life for all by strengthening the arts and the community through leadership, education and promotion.

Minutes of the Board of Directors Meeting

Tuesday November 10th, @ 6.30 pm

Present: Merry Ellen Scully Mosna (MESM), Omar Raza, Philippa von Ziegenweidt, Nancy Nosanchuk, Carole Turner, Debby Grant, Diane Passador, Utsy Hadaro (ED), Jennifer Escott, Julia Hall, Elizabeth Prosser, Donna Mill, Nicolette Westfall, Gulnaz Turdalieva, Kelly Reyes

Regrets: Cristina Mihălceanu

- CALL TO ORDER/OPENING REMARKS
- ACCEPTANCE OF SEPTEMBER MINUTES: **MOTION: To approve the September 15 minutes as circulated.** Moved: Philippa, Seconded Omar. Carried

- BUSINESS ARISING OUT OF THE MINUTES
 - Utsy to create a separate password for gallery rentals, effective immediately.
 - MESM To look into making a reservation at Mackenzie Hall. **(Carried forward to December)**
 - Diane to convene finance meeting to finalize budget for next year. *(done)*
 - Utsy & MESM to write grant proposal after the strategic planning meeting **(Carried forward to December)**
 - Philippa: to email Board members to confirm whether they are attending strategic planning meeting on August 22nd *(done)*
 - Philippa to post copy of by-law draft to the website *(done)*
 - Utsy to invite expressions of interest for board directorship via the Fall newsletter and the Arts Notes. *(done)*
 - Philippa to email Board members to confirm whether they are attending strategic planning meeting on August 22nd. *(done)*
 - Board to confirm AGM date at August strategic meeting. *(done)*
 - Debby to look at thrift stores & other sources for materials. *(done)*
 - Debby to hook up with all the high school presidents on Facebook. **(Carried forward to December)**

- EXECUTIVE ELECTIONS
 - Chairperson: Nancy Nosanchuk
 - Vice President: No appointment as yet
 - Treasurer: Diane Passador
 - Past President: MESM
 - Secretary: Philippa von Ziegenweidt

- OTHER BUSINESS
 - Holiday show: kick off at December board meeting. **Action: Everyone to contribute something, either art or something else valued at \$10 or above.**

- Letters Patent

RESOLVED that the corporation apply for Supplementary Letters Patent to delete existing objects and clauses:

3. (a, b, c, d, e, f, and g 1, 2, 3, 4, 5, 6 and 7) which read:

- a. To serve as a coordinating body of organizations representing all the arts in the Windsor and Essex County Region
 - b. To facilitate the advanced scheduling of cultural events.
 - c. To promote public awareness and participation through regular publication of an art calendar for distribution to the public.
 - d. To act as a lobby in support of member organizations before all other levels of government.
 - e. To join together an organization and presentation of Public Cultural Programs.
 - f. To serve as a resource centre for information and advise on matters relating to the arts.
 - g. For the objects aforesaid but without limiting the generality of the forgoing:
1. TO Create, prepare, organize, produce or otherwise direct an exhibit to the public, art production;
 2. TO acquire by purchase, lease, license or otherwise, privileges and rights to operate and exhibit to the public art presentations and performances and other exhibitions;
 3. TO own, buy, sell, exchange, lease or otherwise hold goods, wears, merchandise, apparatus, machinery and appliances connected with and used in the theatrical and stage productions of the corporation;
 4. TO enter into contract with authors, publishers, producers and other persons for the dramatic, literary or arts rights of operas, plays, burlesques, vaudevilles, films and other artistic works and representations, performances and other exhibitions and for the production and representation thereof;
 5. TO apply for, obtain, register, purchase, lease, license or otherwise acquire, hold, use, own, introduce and sell, assign, lease or license or otherwise dispose of any copyright or copyrights in any literary work or other work capable of being copyrighted;
 6. TO purchase, lease or otherwise acquire and lands, buildings, easements or property, real and personal which may be requisite for the purpose or capable of being conveniently used in connection with, any of the objects of the Corporation; and
 7. Subject to the Mortmain and Charitable Uses Act and The Charitable Gifts Act to receive, acquire and hold gifts, donations, legacies and devises.

The said corporation shall not be carried on for the purpose of gain from its members and any profits or other accretions to the corporation shall be used solely in promoting the said objects of the corporation.

That upon dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be disposed of or distributed to charitable organizations which carry on their work solely in Ontario;

That the directors shall serve as such without remuneration, and no director shall directly or indirectly receive and profit from his position as such; provide that a director may be paid reasonable expenses incurred by him in the performance of his duties.

And replace them in the letters Patent and Article VI of its By-laws with the following charitable objects and clauses:

a) to educate and increase the public's understanding, awareness and appreciation of the arts and its importance to the community by providing a facility for local artists to show their works, conducting workshops and seminars on various topics in the realm of art, and by operating a resource centre that provide information to the public about art activities in the region."

The said corporation shall not be carried on for the purpose of gain from its members and any profits or other accretions to the corporation shall be used solely in promoting the said objects of the corporation.

Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.

That the directors shall serve as such without remuneration, and no director shall directly or indirectly receive and profit from his position as such; provide that a director may be paid reasonable expenses incurred by him in the performance of his duties.

Moved Philippa von Ziegenweidt; Seconded Jennifer Escott. Carried Unanimously.

Discussion: MESM pointed out that the promotion of the arts is still an important object, even if the word "lobby" has been removed from our governing documents.

- Waddell
ACWR receives funding from Ernest Waddell Foundation and distributes this to various arts organizations. AGW, Artcite, common ground gallery, Windsor historical sites (Windsor Community Museum) and Capital Theatre. As the Capital is no longer around and we have discretion over the funds, Utsy suggested making this share over to the Windsor Symphony Orchestra starting in January. Jane Summerhill (one of the executors of the Trust) has told him ACWR's mandate is sufficiently general for ACWR to determine who the money should go to. MESM pointed out that we need to know in detail what our governance mandates. **ACTION: Utsy to obtain mandate in writing from the trustees.**
- Standing committees: **action: standing committee positions to be allocated at the December meeting**
- ANNOUNCEMENTS
- NEXT MEETING: Tuesday, December 1st, 2009 at 6.30 pm.
- ADJOURNMENT: 7.30pm

Submitted by Philippa von Ziegenweidt - Secretary