



REGION OF WATERLOO ARTS FUND MINUTES

Monday, November 4, 2013
3:36 p.m.
Waterloo County Room
Regional Administration Building
150 Frederick Street, Kitchener, Ontario

Present were: Chair I. Stefanescu, M. de Groot, J. Haalboom*, E. McCluskie*, P. Mulloy*, P. Pulford, M. Scott, K. Seiling* and A. Thomas*

Members Absent: A. Aledeh, I. Cisterna and D. Mansell

Also Present: T. Kramer, J. Schelling and J. Stephens-Wells

WELCOME

I. Stefanescu welcomed Theron Kramer and Judith Stephens-Wells, members of the Conflict of Interest Review Panel and thanked them for their time and efforts in reviewing the Arts Fund Conflict of Interest Policy and other procedures. She also welcomed Jeff Schelling, Solicitor, Legal Services. Self introductions took place.

* E. McCluskie joined the meeting at 3:38 p.m.

DECLARATIONS OF PECUNIARY INTEREST UNDER THE CONFLICT OF INTEREST POLICY OF THE REGION OF WATERLOO ARTS FUND

None declared.

APPROVAL OF MINUTES

a) Open Session – October 24, 2013

MOVED by M. de Groot
SECONDED by M. Scott

THAT the Region of Waterloo Arts Fund approve the open session minutes of October 24, 2013.

CARRIED

* A. Thomas joined the meeting at 3:48 p.m.

NEW BUSINESS

a) Review Panel Report

I. Stefanescu advised that the Board has met and had preliminary discussions about the Review Panel report but welcomes the opportunity to gain additional insight about the proposed recommendations from members of the Panel.

The Board offered individual general comments and inquired about the details related to the recommendations. Highlights of the discussion included director eligibility to make grant
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applications, the function and role of the Board Chair and Vice Chair, the criteria for direct and indirect conflicts of interest, the role and function of community-at-large members on the Board and, the operational and adjudication roles of the Board and the members of the expert panel.

* K. Seiling left the meeting at 4:04 p.m.

T. Kramer and J. Stephens-Wells responded to Board questions related to the function of the proposed expert panel and the role and responsibilities of Board Chair, highlighting the impact of the proposed changes on minimizing conflicts of interest. The Board discussed the role of the external/community-at-large members, the need for and the public expectation of transparency and the options and challenges related to the recruitment of Board members and expert panel members.

* K. Seiling returned to the meeting at 4:30 p.m.

In response to Board concerns about timelines for implementation of a revised governance model and new policies and procedures, T. Kramer suggested a phased-in implementation. He advised that some members of the Review Panel would be willing to participate in the process.

* J. Haalboom left the meeting at 4:38 p.m.

The Board discussed the need and the options available for a public communications strategy to address issues raised by the media, the public and the arts community, as well as the need to provide an update about the steps undertaken by the Board to address issues noted in the Review Panel report.

Some Board members proposed alternative measures to the Review Panel recommendations, covering areas such as board size, maximum terms of service for Board members, Board access to the grant application process and recruitment.

The board discussed the selection process for board members and T. Kramer and J. Stephens-Wells noted the potential benefits to the Board and to non-artist participants.

J. Schelling stated that, as a starting point, the Board should determine its key priorities, both short- and long-term. Given the changing legislation, many non-profit organizations are reviewing their structure. He suggested that the Board review the current by-law to determine where revisions might be required; review and revise the Arts Fund Conflict of Interest Policy; and, establish Terms of Reference for the various committees of the Board.

The Board agreed to establish a task force to develop a work plan with timelines and to prepare an outline for the Board's review and approval. I. Stefanescu, M. Scott, M. de Groot and P. Pulford volunteered to sit on the task force. The Board discussed wanting the option to invite other individuals to participate on the task force, such as young artists from the local community and members of the Review Panel.

MOVED by E. McCluskie
SECONDED by P. Pulford

THAT the Region of Waterloo Arts Fund appoint Isabella Stefanescu, Marilyn Scott, Martin de Groot and Paul Pulford to sit on a task force to develop a work plan and a communications plan for implementing organizational changes related to board governance and adjudication processes;

AND THAT the task force members will have the ability to add additional members as required.

CARRIED

* P. Mulloy left the meeting at 5:28 p.m.

K. Seiling thanked the Board for their continued service with the Arts Fund and stated that it was important for the future of the Arts Fund to deal with the matters which were addressed in the report.

**NEXT MEETING – Thursday, December 5, 2013
(Review of Fall 2013 Stage 2 Applications)**

ADJOURN

The meeting adjourned at 5:42 p.m.

COMMITTEE CHAIR, *I. Stefanescu*

CORPORATE CLERK, *S. Natolochny*