



Region of Waterloo Arts Fund Minutes

Thursday, January 16, 2014

4:05 p.m.

Room 218

Regional Administration Building

150 Frederick Street, Kitchener, Ontario

Present were: Chair M. Scott, I. Cisterna*, S. Clevely, M. de Groot, S. Gruetzmacher, J. Haalboom, P. Mulloy, P. Pulford, K. Seiling and A. Thomas

Also Present: P. Desmond, I. Stefanescu and J. Schelling

S. Natolochny called the meeting to order and welcomed Scott Clevely and Sasha Gruetzmacher.

Appointment of Directors / Election of Officers

a) Appointment of Directors

S. Natolochny provided a summary of the current Board membership, advising that there are six (6) vacancies and that Arlene Thomas has agreed to continue serving on the Board. She stated that the Nominating Committee has been actively recruiting new members. She provided an overview of the biographies for S. Clevely and S. Gruetzmacher, who have agreed to serve on the Board.

Moved by P. Pulford

Seconded by A. Thomas

That the Region of Waterloo Arts Fund approve the appointments of Scott Clevely and Sasha Gruetzmacher to the Board for a one-year renewable term ending December 31, 2014.

Carried

Moved by M. de Groot

Seconded by P. Pulford

That the Region of Waterloo Arts Fund approve the re-appointment of Arlene Thomas to the Board for a two-year renewable term ending December 31, 2015.

Carried

* I. Cisterna joined the meeting at 4:10 p.m.

b) Election of Officers

S. Natolochny conducted the election of Chair. A call was made for nominations. Marilyn Scott was nominated and stated that she was willing to serve. A call was made for further nominations; no others were forthcoming.

Moved by K. Seiling

Seconded by J. Haalboom

That the nominations for the position of Chair be closed.

Carried

Marilyn Scott was elected as the Chair of the Region of Waterloo Arts Fund, by acclamation, for a one-year renewable term ending December 31, 2014.

A call was made for nominations for Vice Chair. Paul Pulford was nominated and accepted the nomination. A call was made for further nominations for Vice Chair and no others were forthcoming.

Moved by A. Thomas

Seconded by I. Cisterna

That the nominations for the position of Vice Chair be closed.

Carried

Paul Pulford was elected as Vice Chair of the Region of Waterloo Arts Fund, by acclamation, for a one-year renewable term ending December 31, 2014.

M. Scott assumed the Chair. She made introductory comments, noting the returning members, the new members and the attendance of Jeff Schelling, Legal Services, and Paige Desmond from The Record.

K. Seiling thanked Isabella Stefanescu for her work with the Arts Fund, acknowledging that she has served on the Board for the maximum of six (6) years. He provided an update on the recently approved 2014 Regional budget stating that the impact to core funding for grants to organizations remains at the status quo and that a 5% reduction in funding for the Arts Fund, approximately \$12,000, will result in an annual allocation of \$243,000. He stated that Regional Council continues to support the Arts Fund very strongly.

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 – December 5, 2013

S. Natolochny noted that the Fall 2013 grants were approved by a majority of Board members via email.

Moved by M. de Groot

Seconded by P. Mulloy

That the Region of Waterloo Arts Fund approve the open session minutes of December 5, 2013.

Carried

b) Closed Session – December 5, 2013

The closed session minutes were distributed to members at the meeting.

Moved by A. Thomas

Seconded by P. Mulloy

That the Region of Waterloo Arts Fund approve the closed session minutes of December 5, 2013.

Carried

Business Arising From the Minutes

a) Task Force Update

M. Scott, on behalf of the Task Force, stated that there was a review of policies, procedures and documents throughout 2013. New board members will receive copies of the Review Panel report and an orientation is planned in the future.

M. Scott noted that the Board is ultimately responsible for the grants issued and she provided an overview of what the Task Force has discussed to date. She outlined the Task Force's proposal to implement some changes to the application review procedures. The Task Force's proposal involves a mixed evaluation process, whereby Board members would review the technical eligibility of Stage 1 applications and would engage 5-7 members from a Peer Assessment Panel (PAP) to assess the artistic merits of Stage 2 applications and make granting recommendations to the Board. She

stated that the Board would continue to be responsible for policy, governance and operational functions.

M. Scott noted that a considerable amount of details are yet to be worked out, including revising policies and procedures and developing new criteria for the PAP. She recommended that the Board formally acknowledge the efforts of the Review Panel members and approve an interim 'no conflict of interest' policy during the transition to the proposed model for grant review and approval. She summarized the proposed work plan and timelines, stating that the required policies and documentation can be finalized at the September 2014 Annual General Meeting and implementation can move forward in January 2015.

She noted that new members are being appointed for one-year terms to allow for elements of the transition to be finalized, such as the revision of the current by-law.

P. Pulford, a member of the Task Force, commented that he feels it's important to move to a system where the people assessing grant applications are not members of the Board so that there are no conflicts by Board members.

I. Stefanescu, also a member of the Task Force, noted that the Board's role will be to ensure that applications received meet the basic eligibility criteria and that this will be reviewed during the Stage 1 application intake. The artistic merits of an application, as noted in Stage 2 applications, will be assessed by a panel of people, distinct from the Board, who are local artists. The panel will have a mix of disciplines and will rank the applications for the Board's review and approval. The Board will, in turn, use available funds to support and approve the top-ranked applications.

P. Pulford added that the Board will recruit people from the pool to the PAP based on the types of applications received and will select members for the panel to ensure that no panel members have a conflict with any applications.

M. de Groot, a member of the Task Force, stated that he's very pleased with the Task Force recommendations since they clearly remove the conflicts of Board members and broaden the involvement of members of the local arts community. He noted his concern that the Task Force proposal won't be finalized until September 2014 for implementation in January 2015; he had hoped that all the details could have been approved in June 2014 for implementation in September 2014.

The Board discussed the option of implementing the proposal sooner than 2015.

J. Schelling noted that his advice to the Task Force members was that the Board must be confident that there are sufficient local individuals available for recruitment to the PAP pool.

P. Pulford noted that the Task Force is recommending that the panel will not be permanent; a new panel of members will be selected from the pool with each grant round, taking into consideration the spectrum of applications received and any potential conflicts of panel members.

M. Scott expressed her concern about revising the application review processes midstream and advised that some spring 2014 applications have already been received. She offered a draft motion to address the acknowledgement of the Review Panel report and to note that the changes to the policies and by-law will come into effect in January 2015. K. Seiling offered a friendly amendment to the motion regarding the implementation timeframes, requesting that the motion be revised to “no later than January 2015”.

The Board discussed the merits of implementing a pilot of the proposed PAP model prior to January 2015. Members of the Task Force addressed the issue of conflict of interest disclosure for the panel members.

Moved by K. Seiling

Seconded by P. Pulford

That the Region of Waterloo Arts Fund formally acknowledge receipt of the Review Panel’s report and resolve to implement changes to the policies and the by-law of the Arts Fund to address the matters raised in the report by Fall 2014, with such changes to have effect commencing no later than January 2015;

And that the acknowledgement be in the form of a letter of appreciation to the members of the Review Panel for their work in support of the Arts Fund.

Carried, as amended

M. Scott introduced a draft motion that would restrict Board members from making individual grant applications during the transition period of the implementation of a revised Board governance model. The Board discussed the intent of the motion, its impact on public perception and its relevance if the Board agrees to move forward with a trial pilot using a PAP to review spring 2014 applications.

The Board discussed quorum requirements for Board meetings. J. Schelling advised that the Board would need to amend the by-law to clarify that the majority rule is reduced when conflicts are declared. He stated that this issue could be resolved by preparing an amending by-law and forwarding to directors via email prior to the April 2014 meeting.

In response to the discussion about conflict of interest declarations by Board members, M. Scott stated that, as an interim measure during 2014 and until all changes come into effect, the Board could pass an interim by-law that would allow a Board member to apply for a grant on behalf of their organization but absent themselves during round 1 and possibly round 2 if the application goes forward. Quorum would become the number of Board members who are still eligible to evaluate applications.

J. Schelling suggested that a confidentiality agreement be created for PAP members and that an orientation meeting be planned. He suggested that the amending by-law wording could be taken directly from the Review Panel report, specifically the direction that any Board members with a conflict sit out all grant review rounds for which they

have a conflict. The Board members commented that this may be too strict a measure given that there are other matters of business discussed during Board meetings. K. Seiling proposed that staff be directed to draft the necessary by-law amendments to allow for the introduction of an interim PAP to review spring 2014 grant applications.

Moved by K. Seiling

Seconded by S. Gruetzmacher

That the Region of Waterloo Arts Fund Board direct that the necessary by-law amendments be drafted to provide for the introduction of an interim Peer Assessment Panel for the 2014 spring round grant evaluation process and to enact the necessary changes.

Carried

M. Scott requested a motion to appoint members of the Board to sit on the Task Force and to undertake the implementation of the trial pilot of using a Peer Assessment Panel for the review of Stage 2 grant applications.

Moved by I. Cisterna

Seconded by S. Clevely

That the Region of Waterloo Arts Fund appoint M. Scott, P. Pulford, M. de Groot and S. Gruetzmacher to sit on the Task Force to develop a work plan and a communications plan for implementing organizational changes related to board governance and grant adjudication processes.

Carried

Correspondence

a) Miroki Tong, Re: F12-34 – Request for Project Extension

The Board discussed the request, noting that the deadline for receipt of the Final Report for this project is March 31, 2014. Staff will send the written notification of the Board's decision.

Moved by M. de Groot

Seconded by P. Mulloy

That the Region of Waterloo Arts Fund approve the request for project extension for Miroki Tong's project, The Classical Voice - From Traditional to Alternative (F12-34), until June 30, 2014, at which time a Final Report will be due.

Carried

b) General Correspondence

The General Correspondence file was distributed to members and the following items were received for information:

- Events & Exhibits newsletter, January to April 2014
- Cambridge Centre for the Arts – Art Attic promotional flyer
- Kitchener-Waterloo Art Gallery – DIY Workshop Series promotional flyer
- Excerpt from Chatelaine magazine (Feb. 2014) – Guitar Hero article
- Cambridge Galleries– Arti Gras 2014 promotional postcard

New Business**a) Review of 2013**

I. Stefanescu, Past Chair, provided an overview of the past year's activities, the number and value of grants approved since the Arts Fund's inception. She thanked Regional staff and M. Scott for their support.

M. Scott advised that I. Stefanescu has agreed to continue assisting with grant writing sessions and presentations.

b) Nominating/Membership Committee Appointments

Moved by P. Mulloy

Seconded by I. Cisterna

That the Region of Waterloo Arts Fund appoint A. Thomas, M. Scott and P. Pulford to serve on the Nominating Committee for a term ending December 31, 2014.

Carried

c) Final Reports Review Committee Appointments

P. Pulford advised that he is willing to serve on the Final Reports Review Committee until the vacancy is filled.

Moved by A. Thomas

Seconded by S. Gruetzmacher

That the Region of Waterloo Arts Fund appoint M. Scott, I. Cisterna, S. Clevely and P. Pulford to serve on the Final Reports Review Committee for a term ending December 31, 2014.

Carried

d) Communications Committee Appointments

M. Scott indicated that this Committee will be responsible for the implementation of the website re-design, as well as for components of the Board's communications plan.

Moved by S. Clevely

Seconded by P. Pulford

That the Region of Waterloo Arts Fund appoint M. Scott, P. Mulloy, M. de Groot and S. Gruetzmacher to serve on the Communications Committee for a term ending December 31, 2014.

Carried

e) Distribution of 2014 Promotional Postcards

S. Natolochny advised that the 2014 promotional postcards were available for distribution; those members who agreed to distribute were given their packages.

f) Mileage/Parking Expenses

S. Natolochny outlined the options available to members if they wish to be reimbursed for their travel/mileage expenses to attend meetings and she provided details about the current parking fees for local facilities.

Moved by K. Seiling

Seconded by P. Pulford

That the Region of Waterloo Arts Fund Board members have access to reimbursements for meeting expenses.

Carried

Next Meeting – April 10, 2014

Adjourn

Moved by S. Gruetzmacher

Seconded by S. Clevely

That the meeting adjourn at 5:55 p.m.

Carried

Committee Chair, M. Scott

Corporate Clerk, S. Natolochny

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