

Samba Nova Musical Group Society

Annual General Meeting

Saturday, March 16, 2013

Present:

Ian	Terri	Jessica	JoAnne	Ken
Jim	Tanya	Carmen Celina	Cathy	Val
Francoise	Marilynn	Pat B.	John	Jessie
Arleigh				

Minutes taken by: Arleigh

1. Review and Accept Minutes of 2012 AGM

- Copies of the 2012 Minutes had been sent around prior to this AGM, and a few hard copies were available for reference.
- Val made the motion to adopt the 2012 annual report; Francoise seconded.
- Vote in favour: unanimous

2. Annual Report of the Directors

- The Directors took turns highlighting this past year.
- John saw this as a positive year, and said it was a “delight” musically. He thanked Ian and Alex for making practices and shows so much fun. He’s looking ahead to recruitment and retention.
- Ken enjoyed the good quality and consistent turn-outs for the gigs, and listed Nocturne and the Pride Parade amongst the highlights. He stated that we’re doing okay revenue-wise. Ken’s concerned about our practice space at St Matthew’s in the event that the church is no longer able to provide it to us. Ken’s stepping down from the Board at this point.
- Francoise is also stepping down from the Board, but has been keeping tabs on all the emails. She suggested more transparency from what the Board does, and recommended more people stepping forward to volunteer their time to assist with

show preparation and gigs. She thanked the Board for her experience.

- Jessica has enjoyed working with the “great Board” and commended their strong communication. They stay closely connected at all times via email and Google Docs.
- Arleigh also thanked the Board and the Musical Directors. She’s enjoyed this past year. She’s also thankful toward Val for putting in all her time and effort into the ByLaws, and is looking forward to remaining Secretary, albeit with an actual job description.

3. Financial report

- Jessica went through the Financial Report, which she handed out to those who attended the meeting. We have \$4000 for reserve in the event that there’s damage to our drums. The depreciation represents the wear and tear of our drums from regular use. The net revenue for this year is down slightly from last year, which is due to not being involved in JazzFest.
- Jessica thanked Val for her support and guidance with the Financial Report.
- Arleigh made the motion to adopt the financial report; Jessie seconded
- Vote in favour: unanimous

4. Appointment of Auditor

- Val described that the Auditor position is one typically held by the Chair and Secretary of the Board. The role involves being “experts” of the ByLaws, as well as being the go-to people Members can approach with any questions. Val offered her support to the Auditors.

5. Election of Directors

- When Samba Nova got its Not For Profit status, the roles for Board Members were extended to two year terms. The goal of the Board is that the terms will be staggered, meaning this year, two new Directors will be elected, and then three next year. This will help with continuity and support during a change-over of the Board.
- Because Ken and Francoise are stepping down, there are two available seats.

Terri and Peter have put their names forward.

- A formal call for nominations approved Terri and Peter as the new Board Members.
- Thus, the new Board of Directors is as follows:
 - Coordinator: John van Gorp
 - Treasurer: Jessica Goreham-Penney
 - Secretary: Arleigh Hood
 - Member at large: Terri McCulloch
 - Member at large: Peter Loucks
- Jim made the motion to accept the new Board of Directors; Val seconded.
- Vote in favour: unanimous

6. Special Resolution to Adopt ByLaw Amendments

- Val presented the ByLaws. She said there were really no big changes. Some alterations were more housekeeping, such as changing the rule that minors could be on the Board. The Directors will continue to work on developing operating guidelines, and have adopted a binder approach, which is essentially a manual for how to run the Board and band, as well as being a legacy document that future Directors can refer to.
- There were two changes that involved more clarification:
 - a) The Board is unable to hire anyone or take on employees without discussing it with the Members. This diffuses the potential power of the Board and allows for more input from the Members.
 - b) The definition of “Member”: This is something that has been a sticky topic for years. Currently, there is nothing in place to differentiate between a person who attends one practice and a person who has regularly attended practices for years. The proposal is that we define the differences between a Member of the Band and a voting Society Member.

This special resolution states that we use the weekly attendance/payment

sign-in sheet as a guideline to determine when people have reached the \$85 mark. This amount equates to attending 40% of the practices within a one-year period and is based purely on attendance; not finances. The new Member has shown consistency, longevity, support for the band over time, and is likely to play more high-profile gigs. Once this \$85 is reached, the Secretary will ask the new Member if they would like to be a Society Member. Upon agreement, the Secretary will record the name and address for the official list.

To clarify: when someone joins Samba Nova, they automatically become a Member of the Band. This \$85 marks when a Member of the Band can then be invited to be a voting Society Member. "Society Member" is legal terminology to make the process official. Other than being able to vote, there is no distinction between the two stages of membership.

- There was quite a bit of clarification required for this resolution, and future conversations are required to allow more in-depth examination of the definition of what comprises a Society Member.
- Terri made a motion to adopt the Special Resolution; Jim seconded.
- Vote in favour: unanimous

7. Follow-Ups

- The new Board will meet in the next couple weeks.
- There will be a follow-up meeting in a month's time to further discuss the terms around being a Member of the Band vs being a voting Member of the Society.

8. Adjourn

- Jim made the motion to adjourn. Carmen Celina seconded.
- Vote in favour: unanimous