



**Minutes of the Meeting of the
Board of Governors
Thursday, January 23, 2020
Conservatory, Birchall Room
8:00-10:00 p.m.
APPROVED MARCH 5, 2020.**

Voting Members Present: Will Webster (Chair), Lynn Loder, Edie Hancock, Andre Pretzel, Kurt MacLeod, Mark Laing, Susanne Brown, Chris McCulloch, Olga Milosevich, Tirene Padget,

Ex-Officio Members Present: Diana Rutherford, Jack Bennet, John Murray.

Regrets: Rob Gilbert

1. Meeting was called to order shortly after 8:00 p.m.
2. It was MOVED (Chris, Olga) that the minutes of the meeting of December 21, 2019 be approved. A minor addition was added to one point. MOTION CARRIED.
3. Business Arising
 - a. *In Camera*. The proceedings went into *in camera* to consider a personal situation of one of the Board members.
 - b. AGM dates and agenda. The Board confirmed that, subject to room availability that John will check on, the AGM will be held on Thursday, February 13, 2020 at 6:00 p.m. The associated Public Annual Meeting will be held on Thursday, February 13, 2020 from 7:30-9:00. (Subsequent to the meeting, John confirmed that Room 15 would be available for the meetings).
 - c. Proposed By-Law Amendments for proxy voting. There had been back on forth by e-mail on this matter before the meeting. It was MOVED (Chris, Mark) that the Board of Governors amend its By-laws by repealing item E-11, which reads:

E11. Voting: All Governors who have been elected or designated as described in *Items E2, 3* above shall have one vote. Ex-officio members who are employees of the Conservatory, shall not have a vote. There shall be no proxy votes.

and replacing it with the following:

E11. Voting: All Governors who have been elected or designated as described in *Items E2, 3* above shall each have one vote. Ex-officio members who are employees of the Conservatory, shall not have a vote. Up to 3 times in an academic year (September through August), a Governor who will be absent from a meeting may appoint another voting Governor, called a "proxy Governor", to cast ballots on the Governor's behalf, provided the Chair has been informed in writing or e-mail of the arrangements (including their purpose and limitations, if any) by the time the meeting has been called to order by the Chair. An individual proxy Governor may hold only one proxy per meeting, and that proxy shall be included in the quorum count. CARRIED

4. Executive Committee. Two available members of the Executive Committee met with the Deans and John on two matters. With respect to a process for dealing with complaints and grievances, it was agreed that the Deans would check on the process associated with the College of Dance and with

whatever has been drafted for the Policy Manual. Processes for dealing with complaints and grievances need to be the same or very well aligned across the organization. With respect to communication between faculty and Board members, the Committee urged Board members to refrain from discussing operational issues with faculty and instead, when these arise, to direct the faculty member to the relevant Dean.

5. New Business

- a. *In camera*. The proceedings went *in camera* to discuss the contents of an e-mail, dated December 20, 2019, written by Paula Phillips and copied to the Board. At the conclusion of the *in camera* discussion, it was AGREED that the Chair would write a brief letter of acknowledgement to Ms. Phillips.
- b. Consultation of School of Dance with Valerie Wilder concerning a business plan for Dance. Diana had circulated background material on the need for and value of a consultation with Valerie Wilder because the current business model for Dance is not viable. Diana recognizes that the Conservatory does not at this time have the funds to support such a consultation, but requested that the Board approve her proposal in principle and authorize her to seek necessary support from donors or a foundation. AGREED.

6. Staff Reports: Attached to the Minutes. As part of his report, John noted that the Conservatory recently received a \$10,500 HST rebate, and that all statutory remittances are up the date.

7. December Financial Statements. John had circulated the December financial statements (attached to minutes) and at the meeting Kurt distributed a condensed version. Although there are a number of potential rental agreements that will come into effect in September, we anticipate a cash shortfall in the near future.

8. Edie and Jack recused themselves for the *In Camera* discussion of the Confidential Report of the Executive Committee. When the Board came out of the *in camera* session, it AGREED to approve the Executive Committee report but with the understanding that, to be constructive, the recommended meeting between the MCPA and MCPAA Boards will need to include Conservatory staff as well as Board members.

9. Meeting adjourned at 10:30 p.m.

10. Next Meeting: AGM on Thursday, February 13, 2020, 6:00-9:00 p.m.

Regular Board meeting, Thursday, February 27, 2020, 8:00-10:00 p.m.