

1. Call to order 1:01 p.m. by Cam McCormick, EFMFS Treasurer

Given the current Chair and Vice Chair are running in the election Cam chaired the AGM. The Chair opened the meeting by stating that quorum had been met. He thanked attendees for adhering to the COVID-19 protocols and acknowledged our presence on Treaty 6 land and territory. He also thanks Member Services and volunteers for setting up the venue and facilitating the sign-in.

There was a review of the contents of the meeting materials that were posted online in advance (agenda, minutes of 2021 AGM, copies of board reports, bylaws, and minutes of the previous year). According to the rules for voting, voting by proxy is not permitted and EFMFS staff are not able to vote.

The current board of directors:

Andrew Currie - Chair (end of term)
Stuart Muir - Vice Chair (end of term)
Marilyn MacGillivray - Secretary
Cam McCormick - Treasurer
Bridget Stirling - Director
Gerrit Bjalek - Director
Jill Day - Director
Michael Hughes - Director
Shelley Morrison - Director (end of term)

2. Approval of Agenda

Motion to approve the agenda.

Michelle Hollands, Marilyn MacGillivray (M/S/C)

3. Approval of Minutes

Motion to approve the minutes of April 25, 2021 AGM.

Percy Odynak, Bob Meyer (M/S/C)

4. Reports

- a. Board of Directors report: Andrew Currie, Board Chair
- b. Treasurer's Report/Endowment Fund: Cam McCormick, Treasurer
Member Services Committee Report: Andrew Currie on behalf of the committee chair
Additional comments to the report:
 - i. It is a fun committee, and they are currently looking for new members.
- c. Diversity and Inclusion Advisory Committee: Bridget Stirling & Shelley Morrison, Committee members
 - i. This committee has been in place for 2 years and they rotate the chair of each meeting to provide for more voices and perspectives.
 - ii. The mandate was reviewed with emphasis that the festival is for everyone.
 - iii. They have reviewed all the festival policies and feedback has been provided on the vision statement of the festival.

- iv. Information gathering included looking at and speaking with other festivals about their policies and practices.
 - v. Discussions have included use of pronouns on such items as badges and outlining the invisible and visible parts of diversity.
 - vi. Examined diversity worldwide.
 - vii. Noted many crews are white male / female dominated and explored possible biases.
 - viii. Currently there are 4 on the team and they meet the last Thursday of the month.
- b. Scholarship Committee: Andrew Currie on behalf of the committee chair
Additional comments to the report:
- i. They are discussing the difference between bursaries and scholarships.
 - ii. Exploring ways to make funding available to all volunteers.
 - iii. A survey is planned.
- c. Report from the Producer - Terry Wickham
Additional comments to the report:
- i. We are going into the 2022 Festival with challenges, risks and excitement.
 - ii. The challenge include it has been 3 years since our last festival, we have lost some volunteers, inflation, the Ski Club is condemned, the sea-cans have been infested with mice so will be emptied, items sorted and properly stored.
 - iii. Richard is taking a leave of absence for health reasons. Elka is moving to Admin and Shauna will take the lead Admin role.
 - iv. This year's festival risks are COVID, weather and smoke. Forced majeure clauses in the artist contracts have changed.
 - v. Feels this will be the best festival lineup since 2010. Four of the headliners have already been announced.
 - vi. Introducing an all-site license and currently exploring ways to prevent long line-ups to buy a drink (similar to past difficulties with beer garden entry).
 - vii. Many of the bands have COVID riders so the backstage area will only be open to fully vaccinated and masked people.
 - viii. It is uncertain if parties will be proceeding this year, but the room is booked.
 - ix. The advantage is we are an outside venue and masks will be recommended especially in line-ups. Also, other festivals come before ours so we can learn from them.
 - x. Ticket sales will only be online to keep everyone safe. Am expecting strong sales.
 - xi. Planning to sell the full 1400 tickets.
 - xii. Spending money on sanitation, hand washing, water stations etc.
 - xiii. If we need to do COVID testing we will hire professionals and not burden the volunteers.

- xiv. We haven't decided yet, but likely serving line will be masked, may be behind screens and food to headliners will likely be delivered. Plan to use compostable plates to people can take their food with them which reduces crowds.
- xv. Is hoping the 7th wave hits in the fall and not earlier.
- xvi. Exploring insurance for risks like smoke.
- d. Report from the Manager of Volunteers: Marianne Stover

Motion to accept reports as presented.
Stuart Muir, Bridget Stirling (M/S/C)

2. Motion to accept the current membership fees

Motion that the Annual Membership Fees for the EFMF Society for 2022/2023 for volunteers remain unchanged at \$20 for an individual and \$30 for a family.
Charlotte Martinuik, Gordon Holt (M/S/C)

3. Motion to appoint auditors

Acknowledge the many years of partnership with Price Waterhouse Coopers has been productive and efficient, but that in the interest of following industry best practices and ensuring the festival's Board is acting in the best interest of the EFMF we propose the following motion:

Motion to direct the Board of Directors for the Edmonton Folk Music Festival Society to submit a request for proposal for annual auditing services
Motioned by Andrew Currie

The following items in discussion:

- i. Percy Odynak shared the background story of the festival. Our auditors became involved many years ago when the festival was being sued and our finances were frozen 5 days before our festival. Coopers & Lybrand (who is now PWC) did a great deal of bankruptcy contingency planning allowing the festival to proceed. The lawsuit was eventually dismissed, and Coopers & Lybrand never charged for their services. The audit has conducted annually for a reduced fee plus festival tickets ever since.
- ii. The board reinforced that PWC is performing well but they are trying to follow business best practices.
- iii. Mike McKinney questioned where appointing the auditor needs to be done at the AGM and we proceed with an RFP when would the membership appoint this year's auditor? The board replied they were planning to hold a Special Meeting.
- iv. Further discussion
 - 1. Concerns voiced on running the festival more like a business than a non-profit and the desire to maintain a community focus.
 - 2. Is our audit fee similar to other festivals?
 - 3. People found this year's audit statement was easier to understand. The majority of the work of the audit is done by EFMFS staff.

4. Concern over organizations that are too close to the auditor can lead to familiarity and could lead to mistakes. Perhaps just changing the team in the auditing organization could be a solution.
5. Percy clarified the Society's Act requires an audit by two members, however a formal audit is required to be eligible for grants.
6. The time required to create, post and award an RFP is estimated at 90 days. The desire would be to award to an auditor by January.
7. It is desired that the auditors be in attendance at the festival.
 - v. The original motion was seconded by Marilyn MacGillivray.
 - vi. An amended motion (below) was provided.
 - vii. Andrew withdrew his original motion.

Amended Motion that PricewaterhouseCoopers LLP be appointed as auditors for the year ending January 31, 2023 and to direct the Board of Directors for the Edmonton Folk Music Festival Society to submit a request for proposal for annual auditing services for the following year.

Mike McKinney, Brandi Walls (M/S/C)

4. Election of Board Members (Three 3-year terms)

- a. Review of voting procedures
- b. Call for nominations for 3-year terms (Chair seconds all nominations)
 - i. Drew Walker nominated by Vicki Fannon
 - ii. Shamair Turner nominated by Bridget Stirling
 - iii. Andrew Currie nominated by Carol Jones
 - iv. Stuart Muir nominated by Colleen Emmett
 - v. Michelle Hollands nominated by Shelley Morrison

c. Speeches by candidates

d. Call for ballot counters and scrutineers

Motion to accept Amanda Terlaan, Charlotte Martynuik & Melanie Cheek as ballot counters and Lerina Koornhof (a Duncan Craig representative) as scrutineer

Greer Currie, Shelley Morrison (M/S/C)

e. Election

f. Election results:

Drew Walker, Shamair Turner & Andrew Currie

g. *Motion to destroy ballots*

Gerrit Bjalek, Gary Pecknold (M/S/C)

5. Introduction of 2022 Visual Image

- a. Muffy McKay shared the visual image that will be used on our Merchandise this year. It is to remain confidential until publicly released.
 - i. Kyle Charles who is a comic book artist worked with Vision Designs to create the image. The theme is coming together – community & Edmonton.



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6. Open Forum

- a. No items for open forum.

7. Thank you to outgoing board members

- a. Peter Guest – 2012 to 2021
- b. Craig Moses – 2013 to 2020 (not present)
- c. Chelsea Donelon – 2015 to 2020 (not present)
- d. Carol Jones – 2017 to 2020
- e. Claire Tunney – 2020 to 2021 (not present)
- f. Shelley Morrison – 2019 to 2022
- g. Stuart Muir – 2019 to 2022

8. Adjournment: Bob Meyer 2:32 pm