



Pemberton Arts Council

2023 Annual General Meeting Minutes – Reviewing 2022 Fiscal Year

April 13, 2023 – 6:30pm

Pioneer Junction Amenities Building, 1445 Vine Road, Pemberton, BC

Board Members in Attendance: E. Bruhns, S. Holden, V. Lafontaine, S. Lebovic, A. Lynch, K. Nightingale, J. Richoz, K. Thomas, A. Walsh-Noble

Guests: Hilary Downing, Trish Belsham

Regrets: L. Scarr, K. Spink, J. Patrick

Meeting called to order at 6:31pm

1. **Call to Order – Chair Joan Richoz**

- Acknowledge that PAC is grateful to be hosting this meeting on the unceded territory of the Lil'wat nation.

2. **Notice of the Annual General Meeting**

- Notice to Members: Bylaw 4.1 – Meetings of Members: Notice of a general meeting must be given to all members not less than 14 days before the meeting. Pemberton Arts Council provided member notice in The Pique Newsmagazine on Thursday March 23rd 2023; notice provided directly to members via newsletter on Thursday March 30th 2023; via eblast to members on Thursday March 30th and Tuesday April 11th 2023; and was promoted through Pemberton Arts Council's social media channels.

3. **Establishment of a Quorum**

- Proceedings at general meetings – Bylaw 5.2 - Quorum at a general meeting is 5% of those members who are in good standing, but not less than three members, personally present at all times.
- Quorum established.

4. **Adoption of Agenda**

- Motion to adopt the agenda as presented.
- 1st: Susan, 2nd: Erin, all in favour, motion carried.

5. **Acceptance of Minutes from the April 28, 2022 Annual General Meeting**

- Motion to accept the meeting minutes from the 2022 Annual General Meeting
- 1st: Erin, 2nd: Susan, all in favour, motion carried.

6. **Presentation of the Chair & Staff Report – Chair Joan Richoz & Executive Director Anna Lynch**

Chair Report:

- Joan Richoz joined the board as Chair in September 2022
- The hiring of Executive Director Anna Lynch in December 2021 meant that the board members that had been in charge of operations were able to take a step back and

concentrate on governance and assistance with fundraising, programs and events. New directors were provided with an orientation in September that outlined their duties, roles and responsibilities.

- The Executive Director submitted several grant applications in 2022 with the assistance of board members Susan Holden and Jill Patrick. We recently learned that our applications for grants to the BC Arts Council for Arts Impact and Project Assistance were successful while the Creative BC Live Music Presentation grant was not successful. This means that we will be able to present more programming and events in 2023 and build on the successes of 2022.
- The Chair and Executive Director attended the all candidates meeting in September and were pleased when newly elected councillor Katrina Nightingale reached out and expressed her interest in working with the board as the Village of Pemberton's appointee. Having a direct liaison with the Village will greatly help the PAC board and staff to communicate the arts and culture needs of the arts council and the community.
- In December we held an appreciation party to acknowledge the work done by board members, volunteers, artists and community members.
- 2023 promises to build upon the successful events and programs of 2022 and Joan looks forward to continuing her work on the board.

Staff Report:

- 2022 was a year of many successes for Pemberton Arts Council. As part of our COVID recovery plan, at the direction of the board it was the Executive Director's focus to produce several programs and events using the funding received from the previous year.
- In May PAC launched a new membership program, with new benefits and tier groups to attract a wider audience of participants. Since the relaunch we have gained 72 new members.
- In June, PAC hosted Mountain Muse, a local music festival, held at the downtown community barn. The festival was widely attended and gave showcasing opportunities to over 33 local creatives.
- Also, in June, artist Dave Petko completed the first ever Outside Voices Mural, at the Pemberton Health Care Centre. Prime Vision documented the painting process which was completed on July 1st, and received overwhelming positive feedback from the local community, and a call for more murals.
- In September of 2022, we hosted the 3rd annual ArtHop. We welcomed 13 new and returning venues to host artwork from 22 local artists.
- In December, in conjunction with the Sea to Sky Arts Councils Alliance we hosted Diving In: The Art of Cleaning Lakes & Oceans; an environmental art exhibition at the Pemberton & District Library.
- Anna is excited to keep creating and growing our programming as we move into 2023.

7. Presentation of the 2022 Financial Statements – Erin Bruhns (Treasurer)

- The Financial Statements to December 31, 2022 as prepared by Patti Rodger Kirkpatrick were reviewed and accepted by the Board of Directors on January 31, 2023.

Motion: Be it resolved that the Financial Statements to December 31, 2022 as prepared by Patti Rodger Kirkpatrick be approved as presented

- 1st: Susan, 2nd: Angela, all in favour, motion carried.

8. Appointment of the Auditor

- Auditor - Bylaw 12.2. - At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- In the event we receive over \$30K from a BC Arts Council grant, they will require an audit.

Motion: Be it resolved that no auditor be appointed to conduct a review engagement for the fiscal year ending December 31, 2023.

- 1st: Susan, 2nd: Sonya, all in favour, motion carried.

9. Special Resolution to Amend Bylaws

- Whereas it is the responsibility of the Board to ensure that the bylaws of the society remain up to date and relevant to our constitution, the following resolution has been put forward to amend Part Six of the society's bylaws in reference to the Board of Directors.

Current Bylaw:

6.2 1) There must be not less than five and not more than eleven directors, including:

- a) not more than seven elected by the members,
- b) the Immediate Past-Chair, if any, and
- c) not more than four appointed from year to year by the Board, or five if there is no Immediate Past-Chair, but the Board need not appoint any directors except as required by bylaw 6.2. (1)(a).

To provide better clarity regarding the requirements for the democratic election of board members we are proposing the following change to bylaw 6.2 1).

Proposed Bylaw:

6.2 1) There must be not less than five and not more than eleven directors, including the Immediate Past-Chair (if any), with:

- a) a minimum of two-thirds of its board members democratically elected by its voting membership

Motion: Resolved that Bylaw 6.2 1) be changed to; (see above)

- 1st: Erin, 2nd: Angela, all in favor, motion carried.

Current Bylaw:

6.2 2) Except for those directors appointed under bylaw 6.2. (1)(c), and the Immediate Past-Chair (if any), a director has a normal term of office of two years.

To ensure accurate reference within section 6.2 of the bylaws we are proposing the following change to bylaw 6.2 2):

Proposed Bylaw:

6.2 2) Except for the Immediate Past- Chair (if any), a director has a normal term of office of two years.

Motion: Resolved that Bylaw 6.2 2) be changed to: (see above)

- 1st: Erin, 2nd: Katrina, all in favor, motion carried.

10. Election of Directors

- Pemberton Arts Council's Board of Directors composition has been set at 11 for the 2023-2024 term. We did not receive candidate nominations that exceeded open director seats. We do not accept nominations from the floor. Therefore, the board member Joan Richoz is acclaimed to the board for a one-year term of 2023 – 2024. Katrina Nightingale has been appointed as the Village of Pemberton council representative to the board. They join board members Erin Bruhns, Susan Holden, Vanessa Lafontaine, Sonya Lebovic, Angela Walsh Noble, Jill Patrick, Keita Thomas, and Katelyn Spink who are in mid-term. Laura Scarr is stepping down from the board and we thank her for her contribution to PAC.

11. Adjourn Official AGM Proceedings

Motion to Adjourn at 6:46pm

- 1st: Angela, 2nd: Erin, all in favour, motion carried.