



Sooke Fine Arts Society Minutes Annual General Meeting

October 25, 2018, 7pm – 9pm

Potlatch Room, Sooke Harbour House

Board Members in Attendance: Geraldine McGuire, Wayne Fritz, Danny Huszar, Deb Johnston, Dave Bennett, Murray Tomkins, Linda Teneycke, Eileen Badiuk, Debbie Clarkston

Staff in Attendance: Christa Brenan, Jennifer Hayward

Members in Attendance: 32

Non-Members in Attendance: 3

Total: 35 Attendees

1. Call to Order and Opening Remarks – Geraldine McGuire

Geraldine McGuire called the meeting to order at 7:07pm and welcomed both members and non-members. She noted that everyone at the meeting was welcome to participate in the meeting, although only members in good standing could vote on any motion.

2. Approval of the AGM Agenda

Geraldine McGuire advised that item 11(a) – "A Special Resolution to Change the SFAS Purpose" was being deleted from the Agenda, as the Board had recommended not proceeding with this matter pending further communication with Canada Revenue Agency.

A motion to approve the 2018 AGM Agenda, subject to deleting item 11(a), was made by Loretta Fritz and seconded by Brenda Brown. Motion carried.

3. Approval of Minutes of Annual General Meeting held October 26, 2017

The minutes were presented by Geraldine McGuire .

A motion to approve the 2017 AGM Minutes was made by Dave Bennett and seconded by Deb Johnston. Motion carried.

4. President's Report – Geraldine McGuire

Geraldine McGuire thanked all those involved in putting on the 2018 Show and outlined some of the major changes and other accomplishments during 2018.

- The District of Sooke announced that annual funding of \$7,000 for the SFAS would be provided as a line item in the District's budget, meaning that SFAS would no longer have to apply for this grant each year.
- The Board changed the Administrative Coordinator position from part time to full time, thereby creating two full-time positions in the office. The change will contribute to meeting the Society's show and revenue goals.
- A major inventory of the Society's infrastructure was carried out by a special committee headed by Murray Tomkins. Recommendations were developed for asset maintenance and regeneration. A detailed record of the storage location and condition of infrastructure items was also developed, which will allow the SFAS to locate items more quickly as needed and to keep better track of items that are in need of repair.
- A new policy for dealing with donations was established. The office will deal with donations valued to \$6,000 and without attached conditions. Donations valued over \$6,000 or with

attached conditions will be referred to the Board for decision making.

- The Board carried out a review of its Constitution and Bylaws to ensure that they comply with recent changes to the Societies Act and more adequately reflect current policies, priorities and practises. A number of changes are being recommended for approval by the membership this evening.
- The final disposition of the bequest by Eva Bebington to the SFAS as referenced in the 2017 AGM Minutes has not yet been finalized.
- SEAPARC will be going through significant expansion renovations in 2019. Discussions with SEAPARC management suggest that the construction is not likely to have a significant impact on the 2019 Show.
- In place of "Appetite for Art", the Society will be holding a "Fine Art Auction & Gala Fundraiser" at the Prestige on November 10, 2018. It will be a fundraiser for the Youth Art Scholarship Fund and will feature a sit-down meal as well as live and silent auctions of art donated by past award-winning artists.
- Youth art was a highlight. This year, the art of 9-year-old special guest Kaidyn Robertson was featured. Kaidyn also gave art demonstrations that captivated audiences, both young and old.
- There were two instances of volunteers sustaining injuries this year. Neither incident was serious, and in both cases the injured volunteer was keen to keep going.
- This year the SFAS says goodbye to two longtime volunteers and show institutions: Marion DesRochers, Team Lead for Art Sales, and Bob Tully, Team Lead for Setup/Takedown. Both will be greatly missed.

Geraldine concluded her report by noting that Christa Brenan has decided to step down from her role as Executive Director. In recognition of all that she has contributed to the Show and the Society over the past three years, a small celebration will be planned closer to the end of her contract.

A motion to accept the President's Report was moved by Loretta Fritz and seconded by Dave Bennett. Motion carried.

5. (a) Financial Report and Approval of Accounts – Eileen Badiuk

The financial report, *Sooke Fine Arts Society Financial Statements, Year Ended April 30, 2018 (Unaudited)* was circulated by Eileen Badiuk to members in advance of and at the AGM. Highlights from the report included:

- As of April 30, 2018, the Society had almost \$120,000 in cash in the bank, down from \$156,421 in 2017. The difference is largely due to a one-time bequest from Eva Bebington in 2017.
- The value of the show capital assets (infrastructure) was approximately \$29,000, down from approximately \$36,000 in 2017.
- Net assets included approximately \$57,000 in unrestricted funds available for operations, almost \$29,000 in a capital asset fund, and \$45,000 in an asset fund set aside for infrastructure repair and replacement.
- Overall revenues for 2017-2018 from all sources totalled \$305,364.
- Revenues from corporate sponsors totalled \$76,216. Revenues from all grants totalled \$61,414, while show ticket sales accounted for \$59,296.
- Net revenues from art and gift shop sales were \$49,062, an increase from \$47,102 in 2017.
- Revenues from other sources (program ads, artist fees, fundraising events, other show revenue, interest income, etc.) totalled \$50,303.
- Overall expenditures for 2017-2018 totalled \$313,049.
- Gallery setup and event costs totalled \$66,239. Advertising and promotion costs were \$46,659. Occupancy costs totalled \$40,477 while wages and benefits totalled \$92,869.
- Expenditures in other areas (artist awards and honoraria, education and volunteer costs, professional fees, youth scholarship, legacy project, etc.) totalled \$51,558.

- Expenses exceeded revenues by \$7,600.

Eileen advised that the statements had been prepared by Felix Irwin, the Society's external accountant for many years.

A motion to accept the Financial Report and Approval of Accounts was made by Eileen Badiuk and seconded by Sandy Cummings. Motion carried.

(b) Appointment of External Accountant

A motion to appoint Felix Irwin as the Society's external accountant for 2018-2019 was made by Eileen Badiuk and seconded by Vicky Bennett. Motion carried.

6. Community Partnership Report – Deb Johnston

Deb Johnston reported that the year had been busy for the Community Partnership Committee, which is charged with fostering mutually beneficial SFAS-community partnerships in the Sooke region. She highlighted three local events in particular.

- At the Secret Garden Tour in early June, the Society held a draw for tickets to the annual show. A total of 108 forms were filled out, with 22 people asking to be added to the mailing list, 9 people expressing an interest in volunteering, and 1 person inquiring about membership.
- SFAS participation in the Duck Race this year involved hosting a face-painting and tattoo station. This was very popular, as evidenced by the long lineups. Christa Brenan and Linda Teneycke painted faces, while Geraldine McGuire tattooed. If the Society decides to be similarly involved next year, more face-painters will definitely be needed.
- The Society also partnered with SEAPARC to offer two public art courses in the spring. Unfortunately, there was not enough public interest and the courses had to be cancelled. The Committee will look into different venues going forward, as there may be more success at a location like Coast Collective.
- Additional initiatives are currently being considered.

A motion to accept the Community Partnership Report was moved by Deb Johnston and seconded by Terry Cristall. Motion carried.

7. Youth Art Report – Linda Teneycke

It was a successful year for the Youth Art Gallery, with students from three high schools participating (EMCS, Belmont and Royal Bay).

- 116 pieces were received from 78 students.
- Submissions Included some stunningly high-quality pieces.
- 32 pieces sold, resulting in \$7,800 being paid to students.
- 1,300 Youth Art Gallery surveys were filled out.
- Juror's Choice Awards and a new Viewer Choice Award were handed out for the student art.

A motion to accept the Youth Art Report was moved by Linda Teneycke and seconded by Barbara Mitchell. Motion carried.

8. Nominations/Election of Directors – Wayne Fritz

Before conducting the elections, Wayne Fritz turned the floor over to Linda Teneycke and Geraldine McGuire to convey the Board's appreciation to Danny Huszar and Dave Bennett for their time, contributions and commitment to the Sooke Fine Arts Society and the Board over the past six years.

- Linda noted that Danny started out as a volunteer in the office and was subsequently elected to the Board, which she served as Treasurer for five years. As Treasurer, she was responsible not only for patiently putting together all of the needed financial reports, but also ensuring that those reports were understandable to members and the general public. Danny has also helped

organize the volunteer parties, assisted on the volunteer desk, and even helped spruce up the SFAS office to improve it for staff. Linda concluded by emphasizing that Danny's overall experience, expertise, insight, care and diplomacy will be greatly missed. Danny thanked the Society for everything it had given her in return, saying that it has been an honor and pleasure to serve on the Board. In Danny's words: "What you put into it, you get back tenfold."

- Geraldine thanked Dave Bennett for the time and effort he has contributed over the years as a show volunteer and as a board member, serving for two years as the Society's President. Referring to him as "the epitome of volunteerism in Sooke," she noted he was always there when you needed him, had an excellent sense for the big picture, and was a tireless giver, helping out everywhere and all the time. Dave has done a great deal for the Society and mentored many Board members. He recently instigated the purchase of an official SFAS tent for use at various events and was the one who suggested inviting the Lieutenant Governor to the show in her official capacity. "He is truly one of a kind." Dave thanked the Board and emphasized that every year with the Society has been a wonderful involvement. He marvelled at how the Show has grown every year, and at how very fortunate the Society is to have such excellent staff and Geraldine at the helm. He wished SFAS every success in the coming years.

Returning to the matter of elections, Wayne outlined the process through which any SFAS member in good standing could be nominated to run for election to the Board for a 3-year term. He indicated that two such members, Elaine Thrale and Diane Bernard, had been nominated, and he invited each of them to say a few words about themselves.

- Elaine Thrale indicated that she had moved to Sooke just over four years ago and immediately became involved in the SFAS because of her interest in the arts. She has been the co-Team Lead of the Gallery Gift Shop for the past two years. Elaine said she has tremendous admiration for those involved in the organization and looks forward to the challenge of serving on the Board.
- Diane Bernard also introduced herself, stating that she has lived in Sooke for almost 40 years and has been involved with many different community organizations at many different levels. She could recall opening a SFAS annual show as a CRD regional director some years ago and said she finds the progress of the Show since that time to be exciting. She noted that she has just retired from her Seaflora business and looks forward to being involved with the SFAS.

Wayne pointed out that as there were only two candidates for two Board positions, the two candidates could be elected as a group through a motion by the members.

A motion to elect Diane Bernard and Elaine Thrale to the SFAS Board of Directors was made by Eileen Badiuk and seconded by Dave Bennett. Motion Approved.

Recess/Coffee-Tea

The meeting was briefly recessed so that the Board could have a short in-camera meeting to elect its officers for 2018-2019 while the attendees enjoyed coffee, tea and biscuits.

9. Announcement of the of the 2018/2019 Board Officers – Geraldine McGuire

Geraldine McGuire introduced the officers elected for the 2018-19 Board of Directors:

- Geraldine McGuire, President.
- Wayne Fritz, Vice-President.
- Eileen Badiuk, Treasurer.
- Debbie Clarkston, Secretary.

10. 2018 Show Report – Christa Brenan, Executive Director

Attendance

- Total estimated show attendance was 9,000 guests, up from 8,500 in 2017. This may be due to increased advertising on radio, television and BC Ferries, plus increased marketing in

Vancouver.

Show Survey Results

- Many positive comments were received from patrons about the Show, including:
 - "LOVE LOVE LOVE this Show."
 - "One of the best juried shows in North America."
 - "An outstanding achievement for such a small community."
 - "Better than the Vancouver Art Gallery."
- 2,479 guests filled out the show survey (up by 208 over 2017); 1,297 guests filled out the Youth Art Gallery survey (up by 307 over 2017).
- The largest attendance by age group is still 65+, with a small jump in attendance in the 18-34 years age group.
- Self-reported attendance from Sooke residents remained consistent with 2016 and 2017 levels.
- Returning guests comprised a consistent 64% of attendees.

Show Sales

- 143 gallery pieces from 118 artists were sold, a new record.
- 32 youth artworks were sold.
- In total, 181 artists had sales through both the Gallery and Gift Shop.
- 72% of the exhibiting artists received income from Gallery sales, Gift Shop sales, art demonstrations and/or lectures.
- The Gift Shop sales were higher than ever on opening night, but saw an overall drop by 8%.
- The Raffle/Silent Auction sales raised slightly over \$8,000, more than in 2017.

Show Upgrades

- NEW: A painting sub-crew was established.
- An improved storage process led to a more detailed documentation of where material/inventory is stored.
- Several lighting improvements were made.
- NEW: An improved floor layout Art Sales, Auction/Raffle, Information Booth, and the Seniors' Teas setup was implemented.

Other Initiatives

- A successful application was submitted to the District of Sooke to have budget line funding.
- A new show designer was found/employed – Bob Preston.
- A Juror Survey was carried out.
- A new Bistro/Café host was found – Morning Bite.
- A \$10K Destination BC Grant enabled more media marketing.
- New volunteers were recruited.
- A record 1,530 Artist submissions were received.
- The Lt Governor attended Artist Celebration Evening, along with the Premier, Mayor and CRD Regional Director.
- As the Appetite for Art show was no longer viable, an Art2Art event was planned for March as an art expo. This event unfortunately did not go forward, due to a lack of submissions. In its place, the Prestige Hotel and the SFAS will co-host the *SFAS Auction & Gala*, a fundraiser for the Student Scholarship fund, on November 10, 2018.

Transitions

- Loretta Fritz has stepped down as Design Team Co-Lead, leaving Shannon Lee Rae (her other Co-Lead) at the helm.
- Bob Tully has officially stepped down as Team Lead of Setup/Takedown, a job which may be subdivided going forward.
- Marion DesRochers has stepped down as Team Lead of Art Sales, to be replaced by Geraldine

McGuire.

- Gail Young will no longer be involved as Co-Team Lead of Volunteer Coordination, leaving her Co-Team Lead Gunny Tennesse as the Team Lead.

2019 Focus

- *Safety* for all volunteers, visitors and staff
- Securing program funding
- Enhancing long-term funding sources
- Strengthening volunteer recruitment, recognition, retention and engagement
- Engaging in meaningful community collaboration
- Continuing to build local community partnerships
- Additional public artworks for 2018 – 2020
- Achieving CRD Arts Commission Project Funding/ Art-centric Sooke

11. (b) Special Resolution to Approve Amendments to the SFAS Bylaws – Danny Huszar/Wayne Fritz

Wayne Fritz indicated that the Board had been reviewing its bylaws to ensure compliance with the newly enacted Societies Act of BC and to identify where they should be updated to better reflect the policies, priorities and practices of the Board and Society. A copy of Board-recommended changes, along with the reason for making each change, had circulated to members prior to the AGM. A special resolution outlining those recommended Bylaw changes had also been circulated in advance. Through a show of hands, the members indicated that rather than discussing each recommended change individually, they would prefer to proceed with a general discussion and then vote on the special resolution as circulated. Discussion ensued.

- Terry Cristall questioned a recommended change in the Bylaws, specifically Part 6(24)(1), which states that "As a Board, the Board must manage the activities and internal affairs of the Society, and are ultimately responsible for those tasks and activities delegated to staff." Terry pointed out that boards are usually responsible for governance and overseeing, not management, so he questioned that specific amendment. Wayne Fritz responded that the new Societies Act, which governs the SFAS, specifically outlines that a Board is responsible for managing the activities and internal affairs of the non-profit society that elected it. He added that the current board viewed its role as setting broad goals, policies and budgets, had no expectation or desire to engage in micro-managing, and was careful to respect the roles of staff. Linda Teneycke added that the Board is responsible for managing and directing the affairs of the Society, which is not the same as managing the annual show. Terry further commented that there could be a subtle liability issue for board members with this distinction, noting that it may be prudent to ensure that a clear definition exists between the role of management of the show versus management of the Society.

A motion to adopt the special resolution to amend the SFAS Bylaws without change was moved by Wayne Fritz and seconded Drew Johnston. Motion carried.

12. Closing Remarks – Geraldine McGuire

Geraldine invited new members to stand up and indicate what inspired them to join the Society.

- David Bloom introduced himself as new to Sooke. He noted that he has attended the Show and finds it fabulous, that the intimacy in the presentation of the art is superb, and that he wanted to applaud everyone involved. Along with his wife Margaret, they recently opened a new printing business in Sooke called Spectrum Digital, and they look forward to offering their services to support local artists.
- Andrew Shell and Margaret Elizabeth also spoke up to say that they, too, had recently moved to Sooke and were very much looking forward to the 2019 Show. Margaret Elizabeth noted that she was very involved in the Arts in their home province and was looking forward to getting

involved somehow in the next show. Andrew expressed how impressed he was with the energy in the room at the AGM and what an extraordinary group the SFAS is. Geraldine commented that SFAS really is an extraordinary group of people, and that when a person commits to this organization, it is for life – they simply keep coming back. She then thanked everyone present for being a vital part of the organization and expressed her excitement about the coming year.

13. Adjournment

A motion to adjourn was moved by Geraldine McGuire and seconded by Shannon Lee Rae. Motion carried.