

Meeting of the Board of Directors	
Date:	November 23, 2022
Place:	Conducted online via Zoom
Time:	6:30pm – 7:30pm
Present: Board and Members	<p>Jeff Stellick, Executive Director Sheila Sturk-Green, Reporter Shirley Yik, President Alexia Naidoo, Vice President, Michael Ashley, Treasurer Joshua Vickery, Secretary, Tara Brossier, Community Member, Susan Chibuk, Community Member, Judith Donin, Community Member, Christos Pantieras, Community Member Robert Helal, Diane Hiscox, Patricia Kenney, Heather Simpson, Assel El-Rayes, Cathy Brake, Helen Ries, Tammy Kohls, Maria Gomez-Umana, Paul Fulford, Andrea Crosley, Gérard Bélec, Mélanie Ouimet-Sarazin, Shirley Yik, David Kearn, Xiang (Monica) Li, Maya Hum, Julie Hodgson, Dawn Dale, Shaila Hanscom, Jayne Couch, Sonia Limer, Gail Bourgeois, Deidre Hierlihy</p>
Regrets:	

Call to Order and Introductions

Shirley Yik, president of the board of directors, welcomed everyone to the AGM. Having confirmed quorum by Jeff Stellick, the meeting was called to order. Members will be asked to vote on resolutions. Jeff reviewed the process for voting.



Meeting called to order at 6:30pm.

Approval of Agenda

Approval of November 23, 2022 Annual General Meeting Agenda

MOTION 1 MOVED BY Christos Pantieras

That the Agenda for the Annual General Meeting, November 23, 2022 be approved as presented.

SECONDED BY Michael Ashely

CARRIED

Approval of Minutes of November 24, 2021 meeting

Following a review by the Board of the draft minutes of November 24, 2021 meeting of the Board...

MOTION 2 MOVED BY Judith Donin

That the Minutes of the meeting of November 24, 2021 be approved as written.

SECONDED BY Susan Chibuk

CARRIED

President's Report

Shirley welcomed everyone to the meeting and thanked on behalf of the Board, staff and instructors for their efforts and resilience during the time of the pandemic. The enrollment this year reached pre-pandemic levels, growing 59% higher than the previous year and the strong summer enrollment indicated that we would exceed pre-pandemic levels. We are proud of our staff and instructors who nurture a positive and productive atmosphere that fosters creativity and learning.

Shirley thanked Jeff for his many years of service with the school, Jeff retired in June. Among the many accomplishments during Jeff's leadership are the establishment of certificate, outreach and artists programs, partnerships with art and community organizations and the opening of the Orleans campus at the Shenkman Arts Centre. In his honor the main gallery has been named Galerie J.W. Stellick Gallery. In April, Jeff helped along with the Nominating Committee, to hire on Gary Goodacre as his replacement, unfortunately after several months, Gary was hired away to another position with the Library and Archives. We welcome Jeff back who is acting as Interim Director part-time.

This year we celebrated 11 graduating students of the Fine Arts Diploma Program who started their program in the fall of 2019 right before the pandemic and continued their

studies for 3 years while adjusting to pandemic measures. Their resilience, creativity and technical skills were evident in their graduation exhibition, also a testament to the dedication and commitment of our instructors in teaching and education. Thanks to all staff and teachers who nurture a positive atmosphere for our students which fosters learning and creativity.

We are also grateful to the City of Ottawa for its ongoing support. Special thanks to our donors, partners and volunteers who help us advance our mission and make Ottawa a better place.

On behalf of the Board, Shirley thanked departing directors, Joshua Vickery, Anne Eschapasse, David Finnie and Caroline Elie, for their contributions to the Board and OSA. Joshua, Board Secretary, was helpful in defining HR policy and issues, Anne participated on the Art Education committee and the Hiring Committee. Anne has moved to Abu Dhabi to head up Lourve Abu Dhabi. David Finnie has been a great supporter and champion of the golf tournament assisting in raising tens of thousands of dollars. Caroline Elie contributed to OSA marketing and branding discussions.

Shirley introduced the rest of the 2021/2022 Board of Directors in the order of years of service on the Board:

Alexia Naidoo –elected in 2017, vice president, member of the executive and nominating committee and Chair of Advancement Committee, brings expertise in marketing and fundraising to the Board,

Christos Pantieras – elected in 2018, artist and art teacher at Canterbury High School and Chair of Art Education committee, contributing in art education discussions and fundraising. Christos has a show on currently at the Deifenbunker until Feb. 15, 2023,

Michael Ashley –elected in 2020, Board treasurer, CPA, artist, BFA, MFA, Chair of the Finance committee, has assisted in strengthening financial analysis and financial management reporting for the school,

Tara Brossier – elected in 2020, human resource professional, Chair of the Selection Committee, member of HR committee and brings over 20 years of HR experience to the Board,

Susan Chibuk – has been on the Board for one year, is on the Finance and Nominating committees and brings decades of experience in operations at the Bank of Canada,

Judith Donin has been on the Board for one year, she has helped to strengthen governance by leading an IT risk assessment review and facilitation of a strategic review, she brings over 10 years of experience in business, strategic planning and organizational change management to the Board,

Shirley Yik, now the longest serving member of the Board, has been on the Board for five and half years, her background is in high tec and she is a graduate of the OSA Fine Arts

Diploma program and a practicing artist. Shirley has served as President and Chair for nearly three years and sits on several Board committees.

The Board of Directors are volunteers who strengthen governance and provide financial analysis and support to OSA, thank you for your contributions.

Executive Director's remarks

Jeff remarked that he has only recently rejoined the staff as Interim Director upon Gary Goodacre's departure.

The school is emerging from the challenges faced over the past year, such as the Omicron variant of the COVID-19 virus and the truckers protest, where the school reopened only to close again when the police moved out the protestors.

The winter term started late, towards the end of February, with underwhelming results along with a modified spring term. By summer we were fully opened and back to pre-pandemic enrollment numbers. The Fall targets have surpassed expectations and we anticipate a return to normal this year.

Jeff remarked he is happy to be able to help at this time, he was already instructing a general program printmaking class and coordinating the Artist in Residence program of which we have three visiting artists from Ethiopia, Montreal and Halifax. Applications continue to come in on a regular basis. Jeff reported that the Outreach program is back up and running and all in all, things seem to be returning to normal.

Jeff thanked the staff who have kept things moving despite the challenges of the past year and thanks to them for their assistance with helping Gary onboard. Thanks also to the Board of Directors for their continued hard work.

Treasurer's Report

Audited Financial Statement – August 31, 2022

Power Point (attached)

Michael Ashley reviewed the power point presented

At this meeting we are to formally approve the audited financial statements for 2021-2022 which the Board have already approved.

Auditors reported earlier to the Finance Committee that the audit went very smoothly being on site helped with that, no significant issues with audit controls,

Overall things are good, with some good news and bad:

- operating activity is up with enrollment numbers up more than 50%,
- cash position remains strong with \$400,000 in guaranteed investments,
- Enrollment is not up to 5-year average but up more than 50% from previous year,
- enrollments tilt towards the summer months, summer stellar achievement,
- we had an expected loss of \$20,000, given the challenges of the past year,

- operations did not recover completely by the end of this fiscal year,
- previous year we were covered by Canadian Wage Subsidy program which helped to offset loss of revenue,
- revenues are attributed by the following: 46% tuition, 27% arts service agreement, two major portions of our income, along with grants and fundraising,
- expenses: admin and building operations are the large portions of expense, and instructors fees which increase relative to programming.

Breakdown of financial position

- total liability and net assets, show good financial position, repaid a government loan, part of covid support, granted \$40,000 repaid \$30,000 as per the agreement,
- dipped into the capital but remain quite liquid and able to pay all our bills,
- charts on Liquidity were reviewed at Board level, shows our ability to pay our obligations, a little below what is recommended, not much of an issue, we remain stable and able to continue to invest in the new year.

Michael thanked the Finance team, especially Monica and Paul, their estimate of the year end figures was within a few hundred dollars. Thanks also to the rest of the Finance Committee: Shirley, Susan, Gary and Jeff (and Michael) for their guidance throughout the year.

Financial Statements are audited by an external auditor.

MOTION 3 MOVED BY Michael Ashley

That the audited financial statements for the year ending August 31, 2022 prepared by Baker Tilley be approved as presented.

SECONDED BY Alexia Naidoo

CARRIED

MOTION 4 MOVED BY Susan Chibuk

That the auditors Baker Tilley be reappointed as the OSA auditors for 2023.

SECONDED BY Tara Brossier

CARRIED

The Nominating Committee comprised of Susan Chibuk, Shirley Yik and Alexia Naidoo held interviews to fill the Board vacancies of Anne Eschapasse, Caroline Elie, Joshua Vickery and David Finnie. The committee followed standard recruitment process by advertising on OSA website, social media and in Charity Village. Selected applicants

were interviewed and reference checks were completed. The committee has four nominations to put forward for election:

Diane Hiscox - a lawyer who has worked for various government departments including Department of Justice, and a Canadian painter and textile artist,

Heather Simpson – a partner at PwC Canada, a mentor and people manager and former student of OSA,

Patricia Kenney - Ottawa based artist and graduate of the OSA Fine Arts Diploma Program, current BFA student at Ottawa U, an administrator and senior manager at Carleton University and Algonquin College and former administrator at Enriched Bread Artists collective,

Robert Helal – BSC, MBA, Head of Collaborative Innovation and Ecosystem, analytics with IBM's Data and AI Products division, 25 years of international leadership experience in areas of business, marketing and innovative teaching methods, mentoring students entering industry.

Nominations and Election of Officers

Susan presented the slate of candidates for the 2022/2023 Board of Directors:

Shirley Yik, Alexia Naidoo, Susan Chibuk and Judith Donin, Joshua Vickery then casted a single ballot electing the slate of candidates.

MOTION 6 MOVED BY Tara Brossier

Motion to Approve Board's Actions

Be it resolved that all accounts, contracts, by-laws, and proceedings, appointments, elections and payments enacted, made, taken and done by the Directors and Officers of the Ottawa School of Art to the date hereof, as set out and/or referred to in the resolutions of the Board of Directors, the minutes of the meetings of the Board of Directors or in the financial statements of the School be approved, sanctioned and confirmed.

SECONDED BY Susan Chibuk

CARRIED

One abstention

Other Business

Questions from the floor

Dawn Dale – Thanked the staff for including the list of instructors in the annual report which she has asked for, for many years. She commented that Martine Chartrand was left off the list, Martine had spent a great deal of time preparing for classes but developed covid and as a result did not end up teaching but had done all the background work. We will add her name to the Annual Report online. Any other instructors missing from Outreach or Online instructors, will also be added.

Dawn asked that while the school may not be able to provide substantial increases year to year for instructors, could smaller increases such as cost of living, be considered which would at least be symbolic gestures of recognition. Jeff replied that that is fair and would be considered.

MOTION 8 MOVED BY Shirley Yik

There being no other business, the Annual General Meeting is adjourned at 7:30pm.

SECONDED BY Jeff stellick

CARRIED

The foregoing Minutes of the Meeting of the Ottawa School of Art's Board of Directors are hereby approved as of November __, 2023.

Shirley Yik, President

Alexia Naidoo, Vice President

Michael Ashley, Treasurer

Christos Pantieras, Community Member

Susan Chibuk, Community Member

Judith Donin, Community Member

Robert Heldal, Community Member

Diane Hiscox, Community Member

Patricia Kenney, Community Member

Heather Simpson, Community Member

OSA
EAO

OTTAWA
SCHOOL
OF ART
ÉCOLE
D'ART
D'OTTAWA

140

years of
unleashing potential
années à
libérer le potentiel

