



**ANNUAL GENERAL MEETING  
REGINA FOLK FESTIVAL INC.  
Wednesday, July 8<sup>th</sup>, 2020  
Zoom Meeting**

**Present:**

**Board Members:** Greg Urbanoski, Paula Krasium-Winsel, Dianne Beauchamp, Carla Harris, Loba D. Maloba, Jordan Czarnecki, Melissa Biro

**Staff Members:** Dayle Schroeder-Hillier, Hanna Hudson-Plante, Josh Haugerud, Leo Keiser, Cholé Golden, Meghan Trenholm, Amanda Minion

**Voting Members:** Aaron Andrychuk, Amy Weisgarber, Andrew Huculak, Cam Fyvie, Carolyn Rebeyka, Christopher Strain, Dana Rempel, Darin Milo, Darlene Barss, Darlene Trenholm, Deborah Aitken, Dena Hudson, Denny Park, Gary Robins, Gerry Ruecker, JB, Jesse Covert-Ruttenberg, Jon Soroka Jordan Anderson, Julian Sanders, Kari Olson, Katherine Gilks, Kathleen Wilson, Ken Ludwig, Kerry Clarke, Linda Mckenzie, Masha Anderson, Maureen Chambers, Michael Plant, Misty Selinger, Rick Hesch, Samantha Bell, Sara K. Birrell, Shauna Hudson, Shawna Cooper, Shelley Fayant, Tim Staples, Tori Yuzik, Trent Ferguson

**Regrets:**

**Staff Members;** Melanie Metcalf

**Attachments:** RFF 2020 Agenda, 2019 Minutes, 2020 Reports

**1. CALL TO ORDER:** Meeting called to order at 6:16 PM

Welcomed everyone to the RFF 2020 Annual General Meeting

Land acknowledgement from Melissa Biro, Interim President of the RFF

Introduction of the Board of Directors

**2. QUORUM:** *Eight (8) members that are personally present at the opening of a meeting shall constitute a quorum. Two (2) of those present must be members of the Board.*

Quorum is established with seven (7) board members and forty (40) voting members present.



**3. APPROVAL OF AGENDA:**

Ken Ludwig proposed an addition to the agenda; requesting that the letter the RFF Board received from the Canadian Music Industry be added to the agenda. Asked that we receive the letter into the meeting minutes. The RFF had not received any letter prior to the meeting but Kerry Clarke from Calgary Music Festival cleared up the confusion and explained that the letter was not forwarded prior to the meeting and asked to present the letter to the Board during Other Business.

***Motion to approve the agenda as amended by Andrew Huculak - Carried***

**4. APPROVAL OF MINUTES FROM LAST AGM:**

***Motion to approve the 2019 Annual General Meeting minutes made by Carla Harris and seconded by Darren Milo - Carried***

No discussion at this time.

**5. REPORTS:**

**5.1: PRESIDENT'S REPORT:**

***Melissa Biro respectfully moves to have her report accepted.***

***Seconded by Carla Harris***

***- Carried***

**5.2 EXECUTIVE DIRECTOR'S REPORT:**

***Josh Haugerud respectfully moves to have his report accepted.***



### **5.3 FINANCIAL REPORT - Year ending December 31, 2019 Financial Statements**

***Greg Urbanoski respectfully moves to have financials of 2019 be accepted by the membership.***

***Seconded by Carla Harris***

***- Carried***

Discussion about the financial cost regarding the former AD/CEO. It was explained that as this is a matter before the court the Board would not be answering any questions regarding the former AD/CEO.

As stated in the audit

#### ***7. CONTINGENT LIABILITY***

*Subsequent to the yearend the Board of Directors gave notice of termination to the Artistic Director and no severance pay was made as the termination was for just cause. The former employee has filed a claim for wrongful dismissal suit and is seeking additional compensation. The RFF denies the claim, on the basis of just cause, but has offered a counter-claim to settle the suit. Depending on the outcome of the suit, the cost is estimated to range from \$20,000 to \$100,000 plus associated legal costs. No amount has been recorded as payable at yearend as the decision for termination, and the claim, arose after the yearend. no amount of cost has been recorded as payable at yearend as the decision for termination and the subsequent claim came after the yearend.*

***Motion to appoint MWC Chartered Professional Accountants LLP as the auditors for 2020. Made by Greg Urbanoski and seconded by Christopher Strain second. - Carried***



## **6. NOMINATION COMMITTEE REPORT:**

Paula Krasium-Winsel listed the current Board members. The nominees for the Board of Directors were listed and instructions were given on how to vote online. The vote opened at 7:pm closed at 8:30pm Paula said we would not be entertaining questions to the nominees, she welcomed each nominee to speak for two (2) minutes, and if they would like to speak to any questions presented in the Zoom Chat Box, they are welcome to do so during this time.

Melissa Biro pronounced President by acclamation.

The Nominees chose to answer questions from the membership relating to how we will move forward with honesty and integrity.

## **7. ELECTIONS:**

Melissa Biro – President

2 year terms: Loba D. Maloba, Samantha Bell, Jesse Covert-Ruttenberg, Jordan Czarnecki

1 year term: Dale MacArthur, Aaron Andrychuk

Note: There was a need for a run-off vote for the last remaining 1 year term as there was a tie; voting was extended until 8:45 PM

As voting took place the meeting proceeded.

## **8. OTHER BUSINESS:**

Kerry Clarke, Artistic Director of the Calgary Folk Festival, Member of Western Roots Artistic Directors presented a support letter of the RFF former AD/CEO by reading it and posted it in the Zoom Chat from the Canadian Music Industry.

***Motion to strike the contents of the letter from the 2020 RFF AGM minutes made by Christopher Strain and Seconded by Masha Petrovic-Anderson - Carried***

25 in favour of striking the contents of the letter from the minutes

10 opposed striking the contents of the letter from the minutes

1 abstaining

Discussion was had and it was stated that adding this letter to the AGM agenda did not follow procedure:



## Robert's Rules of Order, Chapter 2 - The Order of a Business Meeting

"However, the agenda can still be changed before the meeting. In other words, the agenda is not binding on anyone. Items can be added before the meeting, as well as **during the meeting by a motion, a second, and a two-thirds vote**. Remember that an agenda is just a suggested outline or structure for the meeting."

A formal request was presented in the Zoom Chat from Julian Sanders:

"I ask for a special meeting to be held on the topic of the letter and its related opinions after the case before the courts is concluded and the board can address questions from members at large."

### **9. ADJOURNMENT:**

***Motion to adjourn the AGM made by Julian Sanders***

Meeting adjourned at 8:46pm



8 July 2020

President's Report, RFF AGM

The RFF has learned a lot this past year. In February 2019, the Board realized a lack of formal and documented policies was preventing us from running the RFF in a legal, fair, and transparent way, reflective of our shared values. Our former president, Dawn Stanger, resigned from her position and the Board as a whole at this time. Andrew Huculak was asked to fill the past president role.

One month later we began reviewing RFF bylaws and developing a Board policy manual, inclusive of governance policies, executive limitations, and Board/staff relations. In March 2019, we welcomed Cathy Uhersky, Jennifer Murray, Dianne Beauchamp, and Paula Krasiun-Winsel to the Board and thanked Aaron Warner, Shelley Fayant, and Denny Park for their contributions and time spent with us.

August saw our 50th anniversary festival take flight in Victoria Park. Aside from the rain delay on Friday night, the celebration was a successful one in no small part due to the hard work of our staff team at the RFF office. On behalf of the Board, I'd like to thank Dayle, Melanie, Amanda, Hanna, Chloe, Beth, and Tori for all their labour.

In the fall, Ken Ludwig tendered his Board resignation and we welcomed Loba D. Maloba. In December, Cathy Uhersky and Jennifer Murray stepped down for personal reasons. Their positions remain vacant.



On 21 February 2020, the RFF Board terminated Sandra Butel's employment as RFF's AD/CEO with cause. As the situation is before the court, I am unable to answer questions regarding and/or relating to the termination of Sandra's employment. Soon thereafter Andrew Huculak and Gerry Ruecker stepped down from the Board. I would like to thank them for their contributions, insight, and time. Masha Petrovic-Anderson also left the Board, I am grateful to Masha for her work and investment in the success of our organization during her short time on the Board.

In April, Josh Haugerud was hired as the RFF's interim Executive Director. Additionally, we celebrated Dayle and Amanda (at a safe distance). They both joined our staff team 10 years ago! Congratulations and thank you!

In the midst of a pandemic that has shifted our day-to-day operations, meetings, and AGM online, the RFF has demonstrated its resilience and ability to adapt. The Board of Directors thanks all candidates for putting their names forward and welcomes those successful in their election to the Board team. Together we will continue the work we've started to create an open, safe, and accountable workplace, organization, and festival. We can't wait to dance in the grass and sing at the top of our lungs with our community in person soon.

Respectfully,

Melissa Biro

Interim President, Regina Folk Festival



2020 AGM, Regina Folk Festival  
8 July 2020

# Election Report

## Nominating Committee

### Regina Folk Festival Board of Directors (as of 8 July 2020)

- Interim President: Melissa Biro
- Interim Vice-President: Paula Krasiun-Winsel
- Interim Secretary: Dianne Beauchamp
- Treasurer: Greg Urbanoski
- Members-at-Large:
  - Carla Harris
  - Loba Maloba
  - Jordan Czarnecki

There are seven (7) voting positions available for election at the Annual General Meeting (AGM) to commence 8 July 2020. The elections will include a two-year term for the position of President.

As of 7 July 2020, nominations for the 2020/21 RFF Board of Directors have been submitted by the following members in good standing for a total of nine (9) nominations received:

- Melissa Biro (incumbent President)
- Loba Maloba (incumbent)
- Jordan Czarnecki (incumbent)
- JJ Elliott
- Jesse Covert-Ruttenberg
- Aaron Andrychuck
- Misty Selinger
- Dale McArthur
- Samantha Bell

In consideration of the current COVID-19 global pandemic and federal and provincial public health guidelines, the 2020 AGM and Board elections will occur virtually via Zoom. Voting will be facilitated by an RFF staff member using the Slido online platform. The vote will be by private electronic ballot and scrutinized by the RFF's current Interim Executive Director. Final results will be validated by the appointed 2020 Nominating Committee consisting of Dianne Beauchamp and Paula Krasiun-Winsel.

## Report of the Nominating Committee

Two sitting members of the Regina Folk Festival Board of Directors, Dianne Beauchamp and Paula Krasiun-Winsel, were appointed to act as the Nominating Committee for the 2020 Annual General Meeting on 20 February 2020.

In accordance with past practice, the Nominating Committee calculated the length of time remaining in all Director terms. As per RFF Bylaw VI, elections were advertised to and nominations were accepted from the RFF membership– including incumbent members of the Board– up to 2 weeks prior to the 2020 AGM.

The Nominating Committee determined that seven (7) voting and one (1) ex officio non-voting Director positions expire in 2020. Two (2) positions were vacated by members elected in 2019 with 1 year remaining in each term. The total **seven (7) voting positions** have been held by the following individuals since the 2019 AGM:

- Two-year terms for election in 2020:
  - Melissa Biro (seeking election as President)
  - Jordan Czarnecki (seeking re-election)
  - Loba Maloba (seeking re-election after being appointed by the Board to the position left vacant by Ken Ludwig in November 2019)
  - Masha Petrovic-Anderson, resigned
  - Gerry Ruecker, resigned
  
- One-year terms for election in 2020:
  - Jennifer Murray, resigned
  - Cathy Uhersky, resigned

The **one (1) ex officio non-voting position** was held by Andrew Huculak in his capacity as Past President. This position is not elected and will not be filled at this time.

The Directors with 1 year remaining in their present term of office are:

- Dianne Beauchamp
- Paula Krasiun-Winsel
- Greg Urbanoski
- Carla Harris

**The maximum total number of voting members of the RFF Board of Directors is eleven (11) as per RFF Bylaws. The Board can consist of no less than five (5) voting members.**

As has been the case in the past, the Nominating Committee solicited the intentions of each current Director whose term expires in 2020. As of 7 July 2020, all current Directors have indicated their interest in re-election.

In accordance with Bylaw VI G, nominations for the 2020/21 RFF Board of Directors closed 2 weeks prior to the AGM on 24 June 2020. The Nominating Committee received a total of nine (9) nominations by this

date. The original nomination deadline was extended due to COVID-19 and the rescheduling of the 2020 AGM. Nominations will not be accepted from the floor.

**In conclusion, the Nominating Committee has determined elections of the following will take place during the 2020 AGM on 8 July 2020:**

- **1 two-year term for President of the Regina Folk Festival, expiring 2022;**
- **4 two-year terms for member of the Board of Directors, expiring 2022; and**
- **2 one-year terms for member of the Board of Director, expiring 2021).**

**With the exception of the election for President, successful candidates will be awarded positions on the Board of Directors in order of most votes received.**

Duties for members elected on 8 July 2020 will begin following the adjournment of the 2020 RFF AGM.

Respectfully,

**The 2020 RFF Nominating Committee**  
Dianne Beauchamp and Paula Kراسيun-Winsel

## **Excerpt from RFF Bylaws:**

### VI. DIRECTORS

1. The affairs of RFF shall be managed by a Board of at least five (5) and not more than twelve (12) Directors.
  1. The Board of Directors of RFF shall include the following positions: President, Vice-President, Secretary, Treasurer, and at least one member at large.
  2. The President shall be elected by the membership.
  3. The Directors shall elect the remaining executive positions at the first Board meeting following the AGM.
2. Each term of President shall be two years.
3. Directors shall serve a two-year term, unless otherwise specified. The intention is to stagger the terms of office so that half of the Board positions will be elected each year.
4. Each Director, other than the immediate Past President who holds office ex officio, shall be elected at an annual meeting to hold office until the end of the annual meeting following the completion of his/her term of office.
5. The Board may appoint any member in good standing of RFF to fill a vacant position until the expiry of the position's term.
6. A Director must be a member of RFF.
7. Nominations for President and Directors, in the prescribed format, must be received by the Nominating Committee at least 2 weeks prior to the Annual General Meeting.