



DRAFT
MINUTES OF THE ANNUAL GENERAL MEETING
OF THE MEMBERS OF THE
VANCOUVER MUSEUM SOCIETY
[TO BE APPROVED AT THE 2018 AGM]

Tuesday, June 20, 2017
MOV Studio, Museum of Vancouver
1100 Chestnut Street
Vancouver, British Columbia V6J 3J9

PRESENT: (see attached “Schedule A”)

1. CALL TO ORDER

The meeting was called to order at 7:00 pm. Jill Tipping, Chair of the Vancouver Museum Society, chaired the meeting. Mary Reynolds was the Recording Secretary.

Jill Tipping acknowledged that the Museum sits on the unceded territory of the Coast Salish People, the Musqueam, the Squamish, and the Tseil-Waututh. Jill Tipping welcomed members of the Society and introduced the current Board Members.

2. APPROVAL OF AGENDA

UPON MOTION duly made by Joan Young, and seconded by Bruce Miller, the agenda for the Annual General Meeting of June 20, 2017 was approved and **the Motion was carried.**

3. APPROVAL OF MINUTES OF THE ANNUAL GENERAL MEETING – May 25, 2016

UPON MOTION duly made by Kory Wilson, and seconded by Bruce Miller, the Minutes of the Annual General Meeting of May 25, 2016 were approved as presented and **the Motion was carried.**

4. RESOLUTION – Number of Directors

Joan Young, Chair of the Governance Committee, reviewed the rationale for the proposed resolution to change the number of Directors from the current minimum of nine to maximum of twelve to allow a minimum of nine to a maximum of fifteen.

UPON MOTION duly made by Jane Devine Mejia, and seconded by Bruce Miller, that the number of Directors be fixed at not less than nine and not more than fifteen in the Society's ByLaws, 4.02 (a). **The Motion was carried.**

5. REPORT FROM THE CHAIR OF THE BOARD

Jill Tipping remarked that 2016 was a year of transition with tangible progress. She highlighted the 2016 exhibits: *Your Future Home*, that explored housing affordability, mobility, urban density and public space; *All Together Now*, the showcase of twenty rare and unconventional collections; and *Vancouver in the Seventies*, a collection of photographic pieces from the Vancouver Sun. She also noted the strength of the educational program for schools. The mid-year fond farewell bid to Nancy Noble was mentioned, and Marg Vandenberg was commended for her role as Interim CEO during the period of recruitment of the new CEO. She noted that the new Board members who were elected at the 2016 AGM added considerable strength to the Board in marketing and operations. She thanked all the Board members for their service and thanked donors, volunteers and staff for all their efforts on behalf of the Museum. She welcomed Mark Richards, who became CEO in December 2016, to his inaugural AGM and applauded his vision for the future of the MOV.

6. ANNUAL REPORT – MARK RICHARDS, CEO

Mark Richards said it is an honor to be selected as the CEO. He touched upon his thirty year career at a number of British museums and noted his experience with turnarounds to make museums financially stable. He spoke of the upcoming *Unbelievable* exhibition opening on June 24, 2017 that features contested objects, storied replicas, and iconic artifacts from the Museum's collection. The objects provide an exploration of the role stories play in defining communities. Additionally he reported that exhibition on contemporary Haida culture will be forthcoming. He noted that financial sustainability, audience development, and fundraising with significant corporate partnerships will continue to be a major focus. He said that the Museum has a strong team in place and that he is very optimistic for the future. He thanked the City of Vancouver, the BC Arts Council and other funders for their ongoing support.

7. AUDITED FINANCIAL STATEMENTS

Bill Cox, Treasurer for the Vancouver Museum Society, and a Chartered Professional Accountant, presented the circulated Audited Financial Statements for the year ending December 31, 2016. The Financial Statements were prepared by the accounting firm, Rolfe, Benson LLP. The auditors reported that this was a clean audit which means that the Financial Statements presented are a fair and accurate picture and that they comply with accepted accounting principles.

In the Statement of Financial Position, similar to previous years, the liabilities continue to exceed the assets with a net financial balance of \$ -449,534. The Statement of Operations indicates that Revenue for the year increased over 2015. Salaries and benefits are the largest expense of the Museum. The overall result for 2016 was a deficiency of revenue over expenses after amortization in the amount of \$ -37,437. The Museum continues to focus on financial stability. It is anticipated that the financial position will continue to improve.

The Audited Financial Statements were received as circulated.

8. APPOINTMENT OF AUDITORS

UPON MOTION duly made by Bill Cox, and seconded by Jill Tipping that the firm of Rolfe, Benson LLP Chartered Professional Accountants be appointed as auditors for the year 2017. **The Motion was carried.**

9. ELECTION OF BOARD OF DIRECTORS

Joan Young reported that the following individuals were elected by acclamation to the Board of the Vancouver Museum Society for a two year term: Eddy Adra and Bruce Miller.

Bill Cox was thanked for his many years of service as a Director. He has kindly agreed to continue to serve on the Finance and Audit Committee for one year.

10. OTHER BUSINESS

Question from the Floor: *In the Notes to The Financial Statements, Item 11 (p15) shows that \$111,000 in 2015 showed as a Contingency Fund. In 2016 it has a zero balance. Can you explain this?*

Bill Cox answered that Note 3 (p.12) provides an explanation. In 2016 the Board approved the withdrawal of the funds for use in operations. This amount has been internally restricted by the Board. This is indicated in the Statement of Financial Position (p.4).

Question from the Floor: *Note 1(b) Continuing operations (p.9) Can you explain what is meant by the phrase "Certain funding is dependent on the Vancouver Museum Society achieving certain quarterly financial and non-financial performance targets"?*

Bill Cox answered that the Museum reports monthly and quarterly to the City to review targets that are set annually. The City of Vancouver is the major funder of the Museum. We have a good relationship with them and we are dependent on them to assist us through a process of revitalization.

11. MOTION TO ADJOURN

UPON MOTION duly made by Raymond Greenwood and seconded by Joan Young the Annual General Meeting of the Vancouver Museum Society terminated at 7:45 pm.

"JILL TIPPING"

"MARY REYNOLDS"

Jill Tipping, Chair

Mary Reynolds, Recording Secretary

Appendix A – Attendees at VMS Annual General Meeting – June 20, 2017

Anne Wyness

Bill Cox

Bruce Miller

Eddy Adra

Elizabeth Lane

Jane Devine Mejia

Jill Tipping

Joan Young

Johanna Hickey

Karen Dar Woon

Korky Day

Kory Wilson

Mark Richards

Mary Lou Gazeley

Mary Reynolds

Mike Mallen

Nigel Bullers

Priscilla Greenwood

Rachel Roy

Raymond Greenwood

Richard Toporski

Shirley Sexsmith

Virginia Weiler