



1. **Call to Order – Governor Shannon von Kaldenberg, Chair**
2. **Approval of Agenda**
3. **Approval of Minutes of December 8, 2021 AGM**
4. **Chair's Report – Governor Shannon von Kaldenberg**
5. **Financial Report**
  - a. **Treasurer's Report – Governor Alison McCluskey**
  - b. **Presentation of 2021/22 Audited Financial Statements – Chris Kask, CFO**
6. **Appointment of Auditor for 2022/23**
7. **Management Reports**
  - a. **Dean's Report – Stephen Green**
  - b. **CEO's Report – Nathan Medd**
8. **Approval of Bylaw Amendments**
9. **Election of Governors and Representatives**
  - a. **Election of incoming Board Nominees**
  - b. **Re-election of current Governors to a second term**
  - c. **Election of Student Representative**
  - d. **Election of non-voting Staff Representative**
10. **Other Business**
11. **Adjournment**

*Amended December 5, 2022*

**Governors present:** Claudia Blum; Ed Chwyl, *Honourary Governor*; Roy Cullen, *Past Chair*; Gareth Dickson; Richard Fisher; Geri Hinton; Marci Hotsenpiller (incoming); Kirk McNally; Bijan Neyestani; Susan Snell, *Treasurer*; Shannon von Kaldenberg, *Chair*; Shelley Williams; Bryan Wilson, *Vice Chair*

**Staff/Faculty present:** Jane Butler McGregor, *CEO*; Stephen Green, *Dean*; Judi James, *Manager, Donor Relations*; Chris Kask, *CFO*; Terri Myhr, *Director of Development*; Micki Stirling, *Animateur*

**Scribe:** Erin Fraser, *Marketing Coordinator*

Number of Members present: 20

1. **Call to order:** 4:00pm

2. **Approval of Agenda**

**Motion: that the Agenda be adopted as distributed.**

Moved by Governor Blum. Seconded by Honourary Governor Chwyl. None opposed, motion carried.

3. **Approval of Minutes of December 2, 2020 AGM.**

**Motion: that the minutes from the last Annual General Meeting on December 2, 2020 be approved as distributed.**

Moved by Governor Dickson. Seconded by Governor Hinton. None opposed, motion carried.

4. **President's Address**

- The VCM continues to battle the impact of COVID-19 with programming, venue, and financial challenges. The building re-opened in September with all mandated protocols while online learning carried on, which has resulted in steady registration and tuition. Jane Butler McGregor, Stephen Green, Martin Borg, and Chris Kask have managed the changing protocols to ensure the VCM is safe and in compliance with mandates.
- Jane Butler McGregor has announced her retirement after serving as CEO for almost 14 years. She will be staying on through the process of hiring the new CEO. Thanks to the CEO Search Committee of Jane Butler McGregor and Governors Blum, Hinton, Fisher, and Chwyl. The firm of Odgers Berndtson has been engaged to lead the search which will begin in January, with the hopes of having someone in place by late Spring.
- An extraordinary legacy gift of \$2.8 million was received from the estate of long-time VCM supporter Lois Voigt-Stockey. This is the largest bequest in our history, and we will be honouring Lois and her late husband Charles at an event in April. This gift, along with the Federal Government Wage Subsidy and our pivot to online learning, has allowed us to eliminate our accumulated deficit and achieve an operating surplus for this fiscal year.
- We are pleased to present two new Board nominees, Marci Hotsenpiller and Paul Nursey. Their backgrounds and careers are impressive and we look forward to welcoming them to the Board.
- Governors Roy Cullen, Claudia Blum, and Bryan Wilson have unfortunately reached the end of their terms. We extend our enormous gratitude for their exceptional work and support.
- Sincere gratitude to fellow Board members for their commitment, time, and expertise; to the Management team of Stephen Green, Chris Kask, Martin Borg, Terri Myhr, and Tereza Anderson, led by Jane Butler McGregor; and the staff for their amazing hard work, especially in such challenging times.

**Motion: that the President's Report be accepted as presented.**

Moved by Governor Wilson. Seconded by Governor Williams. None opposed, motion carried.

## 5. Finance Report

The Draft 2020/21 Audited Financial Statements were previously distributed.

### a. **Treasurer's Report** - Governor Susan Snell

- It has been another challenging year and the Finance team are to be commended for their hard work.
- Auditors Grant Thornton LLP have given a clean audit opinion, consistent with previous years. No material issues have been reported. Thanks to Kyman Chan, the audit engagement partner, and his team.
- Overall the VCM's Earned Revenue was down 9% over last year and tuition was down by only 5%. The staff did an excellent job maintaining tuition revenue through the pandemic, and the Development team increased fundraising revenue over the prior year. A number of one-time items were received including a large bequest and Pandemic BC Arts funding grant, in addition to \$336k from federal programs. The year ended with revenues exceeding expenses, a resulting surplus of approximately \$92k.
- The VCM Endowment Fund, managed by Rick Wesseling at BCM Nesbitt Burns, was at just over \$1.8 million at year-end. The fund recovered its value after the downturn in the market at the beginning of COVID. It increased by almost \$158k after investment income and endowed gifts; this includes an almost \$110k payout towards scholarships and bursaries and a transfer of \$1M to the Victoria Foundation to be matched by the Canadian Cultural Investment Fund program.
- Financial sustainability remains paramount as the budget for the next extraordinary year is set. Governor Snell remains confident that the Finance and Development teams will keep the financial objectives in line.

**Motion: that the Treasurer's Report be accepted as presented.**

Moved by Marci Hotsenpiller. Seconded by Governor Dickson. None opposed, motion carried.

### b. **Presentation of 2020/21 Audited Financial Statements – Chris Kask, CFO**

CFO Chris Kask spoke to the Audited Financial Statements, year-end August 31, 2021

- The fiscal year ends August 31, and this was the first full COVID year. Of the five main funds, most activity takes place in Operating. This year experienced a surplus due to the \$2.8M bequest and \$336k in federal subsidies. It was decided to transfer the surplus to other funds: over \$1.2M to the Internal Fund; \$750k to the Building Fund for major capital projects such as the Alix Goolden Performance Hall and roof replacement; \$470k went to working capital to cover future deficits and to have enough cash in the bank in case of an emergency; and \$800k to the Endowment Fund. Net change of \$760k eliminated past accumulated deficit, leaving just under \$100k.
- Tuitions were only down by 5%, a positive outcome in a year when business was expected to be more impacted. There was predictably a large drop in events resulting in a minimal income of \$54k which mostly represents the Intrepid Theatre lease.
- Fundraising had a significant year due largely to the aforementioned bequest and subsidies.
- Expenses went down from prior year, mainly due to two main factors: fewer events means fewer associated costs such as staffing, and fewer students means fewer faculty costs.
- The Balance Sheet now shows just over \$1M in cash flow, usually closer to \$0 in previous years. To put this in perspective, \$1M is about three months of cash flow so it is a decent cushion. Long-term investments went up. Of the debt, \$350k is the mortgage which is due next April. A donor will be giving \$200k towards the mortgage. All funds are in a positive position; the Restricted fund goes down over time as projects are completed.
- NOTE 10 represents funds held in trust for VCM, which are not part of our Balance Sheet or books, but held on our behalf and benefiting us. This year saw an increase from \$10M to \$14.9M. \$400k per year is currently distributed to us which is then disseminated through Operating, scholarships, and bursaries.

**Motion: that the 2020/21 Audited Financial Statements as prepared by Grant Thornton LLP. be approved as distributed.**

Moved by Governor Snell. Seconded by David Stocks. None opposed, motion carried.

## 6. Appointment of Auditor for 2021/22

The VCM has been very pleased with the firm of Grant Thornton LLP and recommend that they be used for the coming year.

**Motion: that the VCM engage the firm of Grant Thornton LLP. as the auditor for the 2021/22 fiscal year.**

Moved by Governor Wilson. Seconded by Governor Snell. None opposed, motion carried.

## 7. Management Reports

### a. Dean's Report – Stephen Green

- 2021 started and finished in a global pandemic. The VCM endured, and offered hope and support to the community at a time when it was most needed.
- Many families were hesitant about returning to in-person lessons so enrolment did experience a decline. Certain departments were predictably harder hit such as Voice, Winds & Brass, and Music Therapy. Moving to online lessons worked well as a temporary measure, however in-person solutions needed to be found in order to maintain most of our student base. Facilities staff did an amazing job moving larger classes to more suitable spaces and accommodating distancing protocols. Faculty displayed creative thinking to continue teaching in safe environments, involving outdoor instruction and online student concerts.
- The Joy of Life and Home for Christmas concerts, the VCM's largest annual concerts, were pre-recorded and streamed on YouTube. Thousands of viewers from across North America tuned in and many made donations, in lieu of ticket sales. Through these donations and the great work of the Development team, these two productions broke even.
- The School of Music Technology and Creativity saw a marked increase in students from across Canada enrolling in the quickly growing online Composition Clubs. One of these students, a 14-year-old, has recently written his first full symphony.
- Keyboard, Strings, and Winds & Brass, along with the Collegium program, had one of their most successful years yet in the Provincial and National Festivals which were entirely held online this year.
- Despite the huge challenges facing the organization, the Board, Management, staff, Artistic Directorate, and wonderful faculty made this year as successful as it was.

**Motion: that the Dean's Report be accepted as presented.**

Moved by Honourary Governor Chwyl. Seconded by Governor McNally. None opposed, motion carried.

### b. CEO's Report – Jane Butler McGregor

- I can't believe this is my last AGM after 13 years. I will treasure the experience. We ended in a good place with the best group of people and a community that has supported us through everything. There is still a long way to go in selecting the new CEO.
- COVID placed tremendous pressure on every organization, and we give huge thanks to the other members of the Health and Safety team, Martin Borg, Chris Kask, and Stephen Green, for their commitment and determination.
- Our Development team worked hard to keep in touch with our donors and supporters, and did a fabulous job focusing on positive messages through virtual concerts, student features, and e-newsletters. They raised \$1,489,465 in operating funds and were the grateful recipients of the Lois Voigt-Stockey estate bequest of \$2,726,552, for a total of \$4,216,017. Almost \$1.4M was raised for other areas such as capital, endowment, restricted, building, and legacy towards the mortgage, plus \$336k in Federal Government Wage Subsidy. Our 39<sup>th</sup> Annual Mother's Day Musical Garden Tour was held online and raised \$70,590, and the GivingTuesday campaign raised just over \$25k.
- The Marketing team continues to raise our profile, build awareness, sell tickets, manage public relations, and help us communicate more effectively. Postsecondary recruitment and Summer Intensive Programs both saw major increases in applicants and registration, respectively. There were over 10,178 total views for our Joy of Life, Home for Christmas, Spark to Flame, and Creative Innovations concerts. And most excitingly, planning for a much-needed new website was started.
- The Facilities team expertly dealt with huge adjustments due to the impact of COVID, including re-opening in September and adapting to ever-changing protocols. Funding was awarded for Capital projects such as sliding doors for the main entrance, installation of touchless bathroom faucets, replacement of sections of the heritage roof, and completion of phase 2 of the VCM IT Upgrade. The alarming rise in violence and crime in the neighbourhood has led to some drastic measures, such as limiting capacity of AGPH to 300 people to safely enter and exit through the Johnson Street entrance, and temporary fencing along both Pandora and Quadra sides of our building.
- I have to recognize the stellar work of our Management team: Terri Myhr, Tereza Anderson, Martin Borg, and especially Chris Kask and Stephen Green without whom our transition through COVID would not have

been nearly as seamless. Thank you to Erin Fraser who stepped in to organize the AGM this year and support me at my last AGM.

- Welcome Marci Hotsenpiller and Paul Nurse to the Board, we are enthused about the expertise and experience you will bring to the VCM. Enormous gratitude to Roy Cullen, Claudia Blum, and Bryan Wilson who have made such valuable contributions during their time on the Board.
- Thank you to every Board, Management, staff, and faculty member, and every donor for your extraordinary support through the years. We would not be where we are today without the enormous contribution you have each made to this organization. It has been my honor and privilege to serve as your CEO and, as I look back, I think we can all be very proud of what we have accomplished together.

**Motion: that the CEO's Report be accepted as presented.**

Moved by Micki Stirling. Seconded by Governor Hinton. None opposed, motion carried.

## **8. Election of Governors and Officers**

### **a. Election of Incoming Board Nominees**

The Board Nominee's biographies were previously distributed. The Nominees are:

- Marci Hotsenpiller – Founder and Principal of ZINC Communitations
- Paul Nursey – CEO of Destination Greater Victoria

**Motion: that this nominee be accepted as a Governor of the Victoria Conservatory of Music.**

Moved by Governor Blum. Seconded by Governor Neyestani. None opposed, motion carried.

### **b. Re-election of current Governors to a second term**

The following Governors have completed their first three-year terms:

- Susan Snell
- Geraldine Hinton

**Motion: that these nominees be accepted for their second terms as Governors of the Victoria Conservatory of Music.**

Moved by Micki Stirling. Seconded by Governor Wilson. None opposed, motion carried.

### **c. Election of Non-Voting Representatives**

Board Representatives have been nominated by their peers to stand for a one-year term:

- Kelsey Gilker, Staff Representative (non-voting)

**Motion: that Kelsey Gilker be voted in as a non-voting representative.**

Moved by Governor Dickson. Seconded by Governor McNally. None opposed, motion carried.

## **9. New Business**

- No new business was raised.

## **10. Adjournment**

**Motion: that the December 8, 2021 Annual General Meeting be adjourned.**

Moved by Governor Williams. Seconded by Honourary Governor Chwyl. None opposed, motion carried.

This is my 3rd AGM since taking on the role of Chair of the VCM Board of Governors, and it's happening at a moment that really feels like the start of a new chapter in the story of this organization. Covid restrictions have lifted and in many ways the Conservatory did not miss a beat over that terrible time, and the evidence is in the high participation in our programs and the innovations in digital programming which continue to help us have impact in the community.

It's a new chapter also because of the work of our CEO Search Committee last season, which included Claudia Blum, Geri Hinton, Richard Fisher, Ed Chwyl and Jane Butler McGregor, supported by our search firm, Odgers Berndtson, and staff. As most of you know, Jane announced her retirement from the Conservatory after 14 historic years, a period that was marked by extraordinary expansions in programming, and the reinvigoration of our teams and our mission. The international search drew interest from a number of excellent candidates, including Nathan Medd. We are pleased that Nathan and his family agreed to join us from Banff where he was overseeing the performing arts work of Banff Centre for Arts and Creativity, including its music departments. Last year I told you that the new CEO would have some very big shoes to fill, and I am pleased to share that Nathan is a size 15 and we think that should work. Jane and Nathan enjoyed a handoff together in early fall.

Financially speaking, we finished last season in the positive, and we will hear from our new Treasurer, Alison McClusky, and CFO Chris Kask, momentarily to elaborate on this. This is an opportunity to recognize Alison and two other new Board Governors joining us officially at this year's AGM: Alison and Brock Campbell are two chartered professional accountants who also have history with the Conservatory's programming and in the music community.

And Tyler Henderson is our new student representative to the Board, a member of the post-secondary cohort currently moving through our long-time, partnered program with Camosun College. This year, the Board felt that the time has come for the student Governor and the Faculty Governor to become voting board members, ensuring that artists and music teachers will continue to have a strong voice in the direction of this organization. This has required an adjustment to our bylaws which previously categorized these members as non-voting. This comes later in today's agenda.

I want to recognize two departing Governors - Marci Hotsenpillar and Paul Nursey. We thank both of these individuals who have contributed to the organization during one of the most extraordinary periods in its history. Thanks Marci and Paul.

It has been my practice to use this time to recognize our senior management by name. You all know who you are! So today I want to make sure and thank just a few amazing contributors among our staff and faculty, and paint a picture of the scope of the Victoria Conservatory:

- From our faculty: Alan Slade, Music Therapist
- From our marketing team: Erin Fraser, Marketing Coordinator
- From Facilities: Bruce Craigie, Maintenance Manager
- From Venues: Sophia Kieferle, Venues Coordinator
- From Development: Officer Joan Milley
- From the main office: Registrar, Alexia Melnychuk
- And from the programming offices: Micki Stirling.

All of our committed and passionate staff go above and beyond to keep things moving forward, now more than ever.

**Shannon von Kaldenberg**

Chair, VCM Board of Governors

As I begin my first year as Treasurer of the Victoria Conservatory of Music (VCM) and we move forward from the impacts and uncertainty of the COVID 19 pandemic, I am pleased to report that the VCM's Operating Fund finished the 2021-2022 fiscal year with an Operating surplus of just over \$105,000.

The Financial Statements of the Victoria Conservatory of Music were prepared by staff in accordance with Generally Accepted Accounting Principles. The financial statements have been audited by Grant Thornton LLP, who have issued an Unqualified Audit Report.

As a result of strong leadership, the generous support of our donors, pandemic support from the Government and tight management of costs, the VCM is in a good financial position as we head into the next fiscal year. Although there continue to be challenges with Facilities and Event rentals, which have not yet returned to pre-pandemic levels, tuition revenues continue to grow. VCM's debt is now down to just under \$195,000, thanks in part, to a previous donation earmarked for the mortgage.

In addition to the \$7.1 million of assets shown on the Statement of Financial Position, the VCM has an Operating Endowment Fund and a Scholarships and Bursaries Endowment Fund at the Victoria Foundation. The value of those funds on August 31<sup>st</sup> was just under \$3.2 million and \$2.1 million, respectively. The VCM has been working to build its Endowment Funds at the Victoria Foundation, which will build a higher steady income stream. In addition to these two Funds, the VCM is also the designated beneficiary of the grant distributions, from a number of other significant Endowment Funds at the Victoria Foundation. Note 10 to the Financial Statements provides the details of these Funds. The 2022/23 annual distribution rate from these funds is 5%.

**Alison McCluskey, CPA-CA**

Treasurer, VCM Board of Governors

The 2021-2022 academic year, one might say, was similar to slowly coming out of hibernation, having spent the better part of 2 years in a Covid pandemic mode state of existence. The optimistic news heard during the 2021 summer had us hoping that we would see a general relaxation of restrictions in September, per BC's COVID Restart plan. However, the move to stage 4 did not happen, and there was considerable confusion across all sectors, including in public schools, around mandating masks and proof of vaccine. The VCM having taken a more precautionous route since the start of the pandemic, often going beyond the public health orders and advisories, continued to require proof of vaccine and use of masks for all faculty/staff and students attending any group classes, as well as students taking lessons in the areas of voice or winds/brass.

Our faculty and artistic team have certainly earned their "stripes" with the Covid battle, and there is much gratitude for their resiliency and support that helped the VCM keep everyone safe during what have been at times very stressful and challenging months.

The impact all of this had on our program delivery could be seen in various ways: Many families delayed their decision to restart music lessons in September until they had more clarity regarding Covid measures for schools and recommendations, one of which had been to avoid enrolling children in extracurricular activities taking place in the community; this in turn left many of our faculty wondering what their workloads and thus their income levels would be for the year. We were unable to restart any of the music outreach programming in Elementary schools (Children's Music Journey and ChoirKids), as part of the ongoing restriction on extracurricular activities in schools.

VCM events such as competitions (voice, chamber music) and Winds/Brass Collage concerts went ahead without in-person audiences, resorting to live zoom streaming where possible, while others did proceed cautiously holding small in-person masked audiences who were required to show proof of vaccine before entering the performance spaces.

Our VCM Presents concert season started off by having to reschedule Daniel Lapp's Joy of Life show from October to mid-April, and with a continued mask and vaccine mandate in place, the Home for Christmas shows were once again produced as online music videos. The much-anticipated Beethoven Cello Sonata cycle concert with visiting artists Simon Fryer (cello) and Katherine Dowling (pianist) finally took place in November 2021 with a small in-person audience in the AGPH. (Planning had started in 2019 for this concert and was postponed twice!)

The second half of the year saw a much-needed improvement around pandemic conditions, and we opened up more in-person performances to 50% capacity in the AGPH, masked and with proof of vaccine. The 2022 Spark to Flame concert was a great success and marked a triumphant return, having been the last in-person event held at the VCM before the first Covid shut-down in March 2020. Remarkable for this concert was that our orchestra had 30 students performing, the highest number ever, including a few recent alumni. The students were joined by seven VCM Faculty artists and one additional local professional musician, the orchestra being conducted by Maestro Timothy Vernon. Our seven very talented soloists had a wonderful experience, as did the 200+ audience members attending.

Later that month, the Opera Studio also returned to an in-person performance of The Crooner Café, featuring a collection of various love duets woven together into a story about relationships.



Daniel Lapp's Joy of Life concert took place on April 16 and was a great success. Although we celebrated the lifting of all Covid restrictions a week earlier, we still had to restrict the audience to 350 due to using the Johnson St. entrance only for audience members. This was as a result of the unfortunate escalation surrounding the VCM's exterior, primarily along Pandora St. The 350 seats sold out in a matter of days, and so the concert was then also offered online to an additional 258 viewers. The situation around our building has been gradually worsening, negatively impacting the concert and events activity that would normally be happening in the AGPH. We continue to hope for a solution through efforts by the City of Victoria and provincial government.

As of May, we had completely come out of hibernation as it were, with our students and faculty engaged once again to provide music in the gardens featured on the 40<sup>th</sup> anniversary Mother's Day Musical Garden Tour. Our summer programming was back in full swing and included a new partnership with the St. Michaels University School, where the VCM ran the first ever Music Explorations Camp on their campus.

Here are a few highlights about the successes of our students the past year:

- VCM Collegium chamber ensembles swept all three age categories of the National Music Festival Chamber competition, as well as the two categories of the newly formed Canada West Competition.
- In the Strings department, violinists Layla Park and Max Francis were advanced to the finals of the Canada West competition and the Nationals Music Festival.
- Pianist Johnathan (Jono) Devey and cellist Lexie Krakowski were both named to the 2022 edition of CBC's 30 hot Canadian classical musicians under 30.

Some additional program highlights:

- The Classical Winds-Brass Dept. successfully launched a new Summer Intensive program, with most of the students attending being new to the VCM.
- With the in-community Early Childhood Music classes rebounding, it was interesting to note that the majority of the little ones attending being 1- 2 years old, and nicknamed the "Covid babies". These children, especially the toddlers, had experienced hardly any contact with other children outside of their immediate families since birth, and so it was quite a special occasion for them to be together.

Celebrating the gradual return to pre-pandemic conditions within the VCM, and the very successful year that we experienced along with that, helped to counter the knowledge that it would be the last year having Jane Butler McGregor as our CEO. And on a personal note, thanks to the wonderful leadership Jane provided, the past 10 years of my tenure at the VCM have seen remarkable advances with what was once a traditional "music conservatory" to what is now a beacon of creative innovation for all of Canada to see!

**Stephen Green, Dean**

Chief Artistic & Academic Officer

I want to acknowledge our AGM is taking place on the traditional, unceded territory of the Lekwungen Peoples, known today as the Esquimalt and Songhees First Nations. The South Island powwow that took place in this neighbourhood in September featured incredible, inclusive events that increase understanding across cultures - an example we aim to follow at the Conservatory in the years to come.

I am pleased to report on the year ending August 31 2022, which was successfully guided by our retiring CEO, Jane Butler McGregor. For charitable organizations in Canada, the special funding supports that were there during the pandemic have mostly now ended. Looking ahead, artistic organizations will face some uncertainty as audience and participant behaviours show signs of lasting change. We are fortunate at the Conservatory to have a resource base that includes tuitions as well as box office, and so we are as prepared as any of our peer organizations to weather the coming period.

Today, the Conservatory is about halfway through its 2020-25 strategic plan. Last week, the Board of Governors was given a sense of how we are progressing on five strategic directions: Achieving Financial Sustainability, Addressing our Building and Location, Enhancing Community Engagement, Building a Student-Centric Culture, and Supporting our People and company Culture.

Two highlights: 2022 was the year that we planned to anchor the school of music tech and creativity as a central creative hub at the Conservatory. And Dean Stephen Green's team has hit the mark, with the arrival of the department's first artistic director, Daniel Brandes, and his visionary programming that is now underway. Daniel marked his first year in this role in 2021-22.

There has also been steady work done to address the Conservatory's long-term sustainability. Between January 2020 and September 2022, our operating endowment fund held by the Victoria has grown by 87%, and the Scholarship and Bursary endowment fund has grown 12% during the same period. A good amount of the credit for this is due to supporters in the community who include the Conservatory in their estate planning. These incredible contributions, large and small, are helping ensure the permanence of a home for music on this Island, which is important to make as strong as possible for all in the community who show an interest in music. The Conservatory's youngest participant right now is a premature baby, and our eldest is age 106.

Two current priorities in the strategic plan: this year there will be strong attention to commitments in the areas of equity, diversity, inclusion and accessibility. And we will be looking ahead to the 60<sup>th</sup> anniversary of the Victoria Conservatory in 2024, and assessing possibilities around a potential major campaign. It was the campaign at our 50<sup>th</sup> anniversary that resulted in thriving new initiatives like the School of Music Tech and Creativity.

**Nathan Medd**

Chief Executive Officer

Annual General Meeting  
Wednesday, December 7, 2022 | 4pm  
Metro Studio Theatre, 1411 Quadra Street

## NOTICE OF SPECIAL RESOLUTION

At the Annual General Meeting the following special resolution to amend the Bylaws of the Society will be proposed:

**Be it resolved, as a Special Resolution, that the following changes be made to the Bylaws:**

### A. Article 1.1 be amended to add item (4):

- 1.1 In these by-laws, unless the context otherwise requires:
- (1) "Governors" means the directors of the Society for the time being;
  - (2) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (3) "Registered Address" means the member's address as recorded in the register of members;
  - (4) "Present" means recorded as present at a meeting, regardless of the method of attendance.

### B. Article 1.3 be amended to:

- 1.3 Words importing the singular include the plural and vice versa.

### C. Article 2.4 be amended to add item (4):

- 2.4 Cessation of membership
- A person shall cease to be a member of the Society:
- (1) By delivering a resignation in writing to the Secretary or by mailing or delivering it to the address of the Society;
  - (2) On the death of that person;
  - (3) If a \$100 donation has not been received in the past 15 months;\*\*
  - (4) If the Governors vote to suspend or revoke Life Membership of a Life Member.

### D. Article 4.1 be amended to:

- 4.1 At least fourteen days' notice of any regular or Extraordinary General meeting of the Society shall be effectually given if mailed, manually or electronically, to each member of the Society at their last known address and shall be conclusively deemed to have been received by each member on the third day following the mailing of such notice by prepaid mail in any post office in the City of Victoria.

**E. Article 4.2 be amended to:**

- 4.2 At least four days' notice of any Governor's meeting shall be given and shall be effectually given if mailed, manually or electronically, to each Governor at **their last known** address as recorded by the Executive Assistant and shall be conclusively deemed to have been received by such Governor on the third day following the mailing of such notice by prepaid mail in any post office in the City of Victoria.

In the case of an emergency meeting or a postal strike, such notice may be waived by eight Governors present at the meeting.

**F. Article 5.5 be amended to:**

- 5.5 The following officers shall be elected by the Governors following the Annual General Meeting:
- President, commonly referred to as the "Chair"
  - Vice President, commonly referred to as the "Vice Chair"
  - Treasurer
  - Secretary
  - Such other officers as the Governors may elect from time to time

The President and Treasurer and Secretary hold their offices for a two-year term which is renewable once for a total of four consecutive years. The **Vice President holds** their office for a one-year term which is renewable twice for a total of three consecutive years.

**G. Article 5.7 be amended to:**

5.7 Honorary Board Governor

Definition: There shall be a category of member to the VCM Board of Governors known as **Honorary** Board Governor who is nominated and appointed by the VCM Board of Governors. An **Honorary** member shall be selected from those who have served on the VCM Board of Governors with distinction and excellence.

An **Honorary** Board Governor shall be entitled to receive all written notices and information which are provided to the Board of Governors, to attend all Board meetings, to participate in meetings of the committees on which they serve (as mutually agreed upon), and encouraged to attend all other events conducted by the VCM. An **Honorary** Governor will not be subject to any attendance policy, counted in determining a quorum, entitled to hold office, or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as an **Honorary** Board Governor to the VCM Board, a person must be a current or former member of the VCM Board of Governors who:

1. Has served the VCM Board with distinction
2. Held an important leadership role, and made or continues to make significant contributions

3. Engaged in major volunteer or advocacy activities in **their** service on the board
4. Completed the term(s) for which **they were** appointed
5. Continue to participate in VCM activities such as events, volunteerism, fund-raising, government relations, networking, etc.

Appointment: Annually, the Executive Committee of the Board may recommend candidate(s) for **Honorary** Board Governor status to the Board of Governors and, once appointed, the **Honorary** member will serve at the pleasure of the Board of Governors.

#### **H. Article 5.8 be amended to:**

5.8 (1) Governors are to be elected by the voting members of the Society at an Annual General Meeting of the Society.

(2) The number of voting Governors shall be no fewer than seven and no more than 20, or such number determined from time to time at a general meeting. The Board of Governors shall also include the **following representatives**:

(a) one faculty member nominated by and from the faculty members employed by or contracted to the Society, to hold office **as a voting representative** for a term of one year from the date of election by the Society membership at the Annual General Meeting, if willing to serve;

(b) one person nominated by and from the administrative staff, to hold office as a **non-voting representative** for a term of one year from the date of election by the Society membership at the Annual General Meeting, if willing to serve;

(c) one student, of the age of majority, nominated by and from the students registered with the Society, to hold office **as a voting representative** for a term of one year from the date of election by the Society membership at the Annual General Meeting, if willing to serve.

(3) Governors are elected for up to two three-year terms except where otherwise specified.

(4) Except in special circumstances as determined by the Board from time to time, a Governor may serve no more than two terms in the aggregate, provided that a partial year served by appointment to fill a vacancy shall not be considered in calculating a term.

(5) An election may be by acclamation, otherwise it shall be by ballot.

(6) If the immediate Past Chair ceases to be a Governor upon completion of their term as Chair, they shall remain as an *ex officio* voting member of the Board for a period of **one year**.

(7) The Chief Executive Officer and the Dean of the Victoria Conservatory of Music shall be *ex officio* non-voting members of the Board of Governors for as long as they remain in office.

**I. Article 5.10 be amended to:**

- 5.10 The members may by special resolution remove a Governor before the expiration of **their** term of office and may elect a successor to complete the term of office.

**J. Article 5.11 be amended to:**

- 5.11 (1) No Governor shall be remunerated for being or acting as a Governor, but a Governor shall be reimbursed for all expenses **they necessarily and reasonably incurred while** engaged in the affairs of the Society.
- (2) The Society shall, with the approval of the Court, indemnify a Governor or former Governor of the Society and **their** heirs and personal representatives against all costs, charges and expenses, damages and settlement amounts actually and reasonably incurred by **them** in a civil criminal or administrative action or proceeding to which **they are** made a party by reason of being or having been a Governor, including an action brought by the Society, if:
- (a) **they** acted honestly and in good faith with a view to the best interest of the Society, and
- (b) in the case of a criminal or administrative action or proceeding **they** had reasonable grounds for believing **their** conduct was lawful.

**K. Article 6.7 be amended to, and item (4) added:**

- 6.7 (1) A Governor in good standing present at a meeting of the Board of Governors has only one vote;
- (2) No Governor shall be deprived of a vote by reason of serving as Chair, but the Chair does not have a second vote for the purpose of determining the outcome of the vote;
- (3) In the event that the Chair has not voted, but on becoming aware from the count that **their** vote would affect the result, decides to vote, **they** may (but is not obliged to) do so provided that the vote is cast before the Chair declares that the motion is passed or defeated;
- (4) Proxy votes are not allowed.**

**L. Article 8.1(2) be amended to:**

8.1 Executive and Governance Committee

- (2) Nominations may be made by members of the Society and submitted to the chair of the Executive and Governance Committee not later than 15 days prior to the date of the Annual General Meeting. Such nominations must be in writing, signed by at least 3 members in good standing and accompanied by a written statement from the nominee confirming **their** willingness to serve on the Board.

**M. Article 12.1(1) be amended to:**

- 12.1 (1) In order to carry out the purposes of the Society the Governors may, on behalf and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.

**Changes proposed in the Special Resolution**

**A. Proposed change to Bylaw 1.1(4)**

- This new definition aims to include scenarios where someone attends a meeting by phone or videoconference, while reserving the right of the Secretary/Chair to control the meeting format (e.g., AGMs may not want to have a remote option).

**B. Proposed addition of Bylaw 1.3**

- References to gender have been removed throughout document. Previously inconsistent. Also, there is no longer a reference in this document to a male person that would relate to a corporation, and deleting this phrase helps clarify that references to "they/them/their" relate to people only.

**C. Proposed change to Bylaw 2.4(4)**

- Establishing a method to suspend or revoke Life Memberships, if the need ever arises.

**D. Proposed change to Bylaw 4.1**

- References to gender have been removed.

**E. Proposed change to Bylaw 4.2**

- Consistency with "last known address" stated in 4.1.

**F. Proposed change to Bylaw 5.5**

- Cleaning up old inconsistency. VCM has one Vice President at a time.

**G. Proposed changes to Bylaw 5.7**

- There was inconsistent spelling of Honorary/Honourary in the document. Respecting internet debate over Canadian norms on this word's suffix, Honorary is suggested.
- References to gender have been removed.

**H. Proposed change to Bylaw 5.8**

- Extension of voting rights to both faculty and student representative.
- Reduction of term for Past President from two years to one year.

**I. Proposed change to Bylaw 5.10**

- References to gender have been removed.

**J. Proposed change to Bylaw 5.11**

- References to gender have been removed.

**K. Proposed changes to Bylaw 6.7 and addition of item (4)**

- References to gender have been removed.
- Proxy voting not allowed in anticipation of similar changes to BC Societies Act.

**L. Proposed changes to Bylaw 8.1(2)**

- References to gender have been removed.

**M. Proposed changes to Bylaw 12.1(1)**

- "S" in Society capitalized.



## 9. Election of Governors and Representatives

### a. Election of incoming Board Nominees

**Brock Campbell** is a Partner at The Graphite Group Chartered Professional Accountants. With over 15 years of experience in public accounting, he focuses on tax preparation and planning for individuals, estates and corporations in addition to assurance services and financial statement preparation. A native of Edmonton, Alberta, Brock was a professional classical musician holding Principal Tuba positions with the Victoria Symphony Orchestra, New Mexico Symphony (USA) and the National Youth Orchestra of Canada. An advocate of life-long education, he has degrees in music from the University of British Columbia and the University of Alberta. He was an instructor of accounting at Camosun College and is a taxation technical reviewer for pre-certification programs at the Chartered Professional Accountants of Canada. In his spare time Brock enjoys golfing and is training to obtain his private pilot license.

**Alison McCluskey** is a Chartered Professional Accountant with considerable experience in the not-for-profit sector, both as an employee and as a board/committee member. Most recently, Alison was the Director of Finance at the Victoria Foundation and previously was the Director of Finance at Habitat for Humanity Victoria. Earlier in her career, Alison was a Senior Manager in a National CPA firm both in Vancouver and Victoria. Alison has been drawn to the not-for-profit sector from early in her career and through her employment and volunteer work, has experience with a wide variety of organizations, from small local grassroots not-for-profits to large, mature charities and foundations. Alison has served on the Boards of several organizations which include Story Studio Writing Society, South Island Division of Family Practice, Coastline Music Society and Victoria Youth Empowerment Society.

Alison was born and raised in Saskatoon, but has lived in Victoria for almost 20 years, and now calls Victoria home. She is passionate about the importance of the Arts in our community and music plays a significant role in Alison's family life. Both of Alison's daughters are accomplished musicians and have worked with Daniel Lapp for many years as part of the BC Fiddle Orchestra through the Victoria Conservatory of Music.

### b. Election of current Governors to their second term:

**Michael McEvoy** was appointed Information and Privacy Commissioner for BC on March 5, 2018. He previously held the position of Deputy Commissioner to the Office of the Information and Privacy Commissioner.

As Deputy Commissioner, Mr. McEvoy played a key senior leadership role in the enforcement of the *Freedom of Information and Protection of Privacy Act* (FIPPA) and the *Personal Information Protection Act* (PIPA). He was responsible for leading and managing systemic investigations of significant public interest issues, and the development of policy papers and guidance for organizations and public bodies. Mr. McEvoy led British Columbia's efforts to coordinate actions with regulatory authorities throughout the Asia Pacific region.

Mr. McEvoy obtained a Juris Doctorate from the University of Manitoba in 1985 and a Bachelor of Arts in 1980 from the University of Winnipeg. He has been a member of the Law Society of British Columbia since 1986.

Mr. McEvoy was a public school trustee for 12 years, including two terms as President of the British Columbia School Trustees' Association and one term as President of the Canadian School Boards' Association. He has also served on numerous campaign committees of the Greater Victoria United Way, chairing its 2009 campaign.

Mr. McEvoy is married with two grown daughters. He prides himself as a charter member and elite player with the Victoria Grey Leafs' old-timer hockey team.

**Shelley Williams** is a retired lawyer and advancement professional. After practicing law for 17 years she retired to raise her family, returning to work in the advancement department of an independent school in West Vancouver. Before moving to Victoria, Shelley sat on the boards of the Lions Gate Hospital Foundation, BC Diving, North Shore Dolphins Dive Club and Collingwood School, and was a volunteer with numerous charities. She brings to the VCM over 30 years of experience in not for profit fundraising campaigns and events, alumni relations, and communications and marketing. A life-long music lover, she studied piano and violin for many years and played in a university orchestra.

### **c. Election of Student Representative**

**Tyler Henderson** is in year one of the Diploma of Music Performance program for classical piano. Tyler began playing piano when he was 8 years old, though only took lessons for about 6 months. After that, he came back to the piano only sporadically, and didn't return to lessons until his mid 20s. He began taking lessons with Robert Holliston in January of this year.

Last year, Tyler made the decision to leave his career at BC Transit to go back to school. He took a couple semesters to sample different courses, and ended up discovering his love for music in Daniel Brandes' MUSC 111.

Tyler currently teaches piano to beginners under his former teacher. He hopes to expand his capabilities as both a musician and a teacher throughout his time at the VCM.

### **d. Election of non-voting Staff Representative**

**Kelsey Gilker** is an arts administrator, graphic designer and actor living in Victoria, British Columbia. Prior to moving to Victoria, Kelsey worked as Marketing & Membership Coordinator for the Kamloops Arts Council. She received her Bachelor of Arts in Theatre from Thompson Rivers University and worked professionally across the country at Thousand Islands Playhouse, Theatre Calgary and Western Canada Theatre. Kelsey has been with the VCM since November 2017, first at Reception & Registration before moving into her current position of Executive Assistant & Assistant to the Registrar. When not at the VCM Kelsey works freelance as a graphic designer and enjoys all things arts and culture.

*No Faculty Representative is up for election at this time.*