



NOC Annual General Meeting (AGM)
Virtual Annual General Meeting due to COVID-19 Pandemic
Wednesday December 16, 2020

Invitees

Performing Members
Volunteers

Steering Committee
members of the public

Board of Directors

Member Package

Meeting Agenda

Minutes of AGM held Aug 28, 2019

Ratification of Acts of Board of Directors

Financial Report 2019-2020

2020 - 2021 Budget

AGENDA

1. Welcome to NOC Members and Guests
2. Due Notice of Meeting
3. Approval of 2019 AGM package and minutes
4. Presentations
 1. Ratification of Acts of the Board of Directors
 2. Marie Narini – Vice President
 - a. Bingo Fundraising and Attendance
 3. John Kraus, Music Director:
 - a. 2020-2021 Season Cancellation and 2021-2022 Season Program – Potential start dates
 4. David Kuhnke - Vice-President,
 - a. Choir Director – Virtual Meet and Greet with interested members
 - b. Final Selection pending physical interaction with choir
 5. Ken Noronha – President
 - a. 2019-2020 Financial Review – Interrupted Season
 - b. 2020 -2021 Season Cancellation Rationale
 - c. Payment of Orchestra principals
 - d. Change of Year End and ByLaws
 6. Nominations Report / Call for other nominations
 - a. Returning Directors:
 - i. Marie Narini, Vice President
 - ii. David Kuhnke – Vice President
 - iii. Susan Irwin – Secretary/Treasurer
 - iv. Francine Nesbitt
 - v. Lorna Miller
 - vi. Ben Fazeli
 - vii. Adriana Monti
 - viii. Alex Scanlon
 7. Other Business
 8. Adjournment

**NOC Annual General Meeting (AGM)
Wednesday, August 28, 2019**

**Citizens Forum, 2nd Floor, Victoria Hall
55 King St, Cobourg**

MINUTES

1. Call to Order and welcome to NOC Members and Guests – Ken Noronha

Ken Noronha called the meeting to order at 6:30 pm welcoming members and guests at the Citizens Forum, following a supper catered by The Buttermilk Café.

2. Due notice of meeting

In tabling the notice, and declaring the meeting opened, Ken Noronha recognized a good turnout of members (over 30) in attendance. A quorum of at least 12 members is required which was exceeded.

3. Approval of 2018 AGM package and minutes – Ken Noronha

Motion to approve the minutes of the last AGM, Aug 29, 2018 was requested, with reference to package provided, as follows:

a motion to approve the Minutes of the last AGM, held Aug 29, 2018 as written and attached to the agenda issued to members today, as well as including the ratification of the Acts of the board of Directors from 2018-2019 a summary of which is attached in the AGM Package

It was moved by Janina Kraus and seconded by David Kuhnke “That the package and 2018 AGM minutes be accepted”. Motion carried

4. Ratification of Acts of Board of Directors

Ratification of acts of the Board of Directors was included in package with no further discussion

5. Nominations of Directors and call for other nominations

Ken Noronha introduced the list of nominees (*6 new Directors, Monica Sheridan is unable to stand for nomination*) for Directors and opened floor for other nominees. There were no nominations from the floor. Those nominated were asked to individually provide a brief, verbal biography. Ken Noronha, shared information about those not present at the meeting.

Motion to accept the slate of candidates as presented in the AGM package was made by Esther Dermenjian, seconded by Janina Kraus. The motion was carried.

6. Inequity remuneration in Community Orchestras – Anne Olscher

Anne Olscher shared concerns and requested clarity on policy about paid principal string players vs non-paid non-string principals (e.g. woodwinds (4), brass (3), percussion (1)). Membership fees and job description for principals need to be addressed, including application of Ontario Arts Council's definition of "professional artist". Concerns regarding lack of transparency and the need to improve information sharing was discussed.

Ken Noronha in addressing this, indicated there is no room for not being transparent. Ken suggested that all the orchestra principals get together quickly (as this is an old issue) to come to a consensus on these issues. Regarding who gets paid vs not, consider the broader impact of the decision as it will impact financially (e.g., increasing membership fees for all members or just orchestra members?)

A meeting is being scheduled on the day of the 2nd rehearsal to address with John Kraus to be involved

7. Bingo Fundraising – Jane Davis

Ken Noronha presented report on behalf of Jane Davis. Jane was recognized for the work she does on the Bingo, which has become a significant and valuable line item (contributed 20% revenue) to the organization. Call for volunteers both from the Orchestra and Choir as *4 more helpers* are needed. (Volunteer must be a member to work the Bingo). Current Bingo schedule is 3 Fridays and 1 Sunday 11am – 3pm

8. Financial Review – Frank Walkingshaw

i. 2018/2019 review; ii 2019/2020 Budget review; iii Finance Process and Audit requirement

The various reports (Balance sheet/ Income Statements) were presented, NOC financial position is strong with a net profit of \$4,241 (Jun 2018-May 2019). Questions from the floor as members seek to clarify specific "line items" were addressed.

Lack of timely financial statements from the previous accountant, who was supposed to work on a "pro bono" basis in return for advertising, made the position of treasurer made the job difficult. Ken Noronha acknowledged the contribution of the current treasurer, Frank Walkingshaw and thanked him for his hard work as Treasurer. Frank Walkingshaw will be leaving the position at the end of the AGM.

9. 2019/2020 Season - John Kraus Music Director

John Kraus presented a lively overview of the lineup for the upcoming season. He praised and encouraged the various collaborations Kawartha Lakes singers/ SONG/Christmas Candlelight caroling; Cobourg – Friday November 22, 2019; Port Hope – Friday Nov 29, 2019. This is the first time participating with Port Hope in their Christmas Candlelight caroling

10. 2019/2020 Season – Mitchell Cox – Choir Director

Mitchell Cox welcome back Elizabeth Barlow as choir accompanist. Will consider returning to the "horseshoe" set- up in choir loft, instead of linear seating in sanctuary pews. Choral workshops with Elizabeth MacDonald scheduled for Friday September 27, 2019, plan to do a few more of these. Mitchell shared story of a possible missed opportunity when a potential new member left because we did not

hold auditions and will consider audition for new members to attract and keep new talent. Plan to include vocal assessment for returning members for tuning choir sound.

11. Marketing and Promotions - David Kuhnke -

Reported on the status of posters and brochures. Spreadsheet, thanks to Lorna Miller, now streamlined to help with distribution. Team of about 30 members manage almost 100 locations from Brighton to Bowmanville. Brochures were distributed earlier; now getting calls for refills. New poster with all 6 concerts on one now available for distribution.

12. Special Events Coordinator – Suzanne Routh

Ken Noronha presented report on behalf of Suzanne and thanked for her contribution

1. Diner at Dalewood, confirmed for February 29, 2020 (same day as the kid's concert)
2. Bach Yard Sale, - the past yard sale was a huge success with great contribution. It was 'Sold out'.
Next event planned for Saturday May 23, 2020 (Victoria Day weekend). Location to be determined

13. President`s reports – Ken Noronha

- a. **New website** –introduced another mode of communication for the organization. Work underway to improve the site. The new look of the site and some menu options were viewed briefly.
- b. **Member Fee Payment/ Fee Increase /Bingo volunteer**
Ken Noronha called for discussion on these items from the floor.
 - Increase of member ship fee from \$125 - \$175
 - Last increase from \$100 to \$125 was 9 years ago in 2001
 - \$25 refund for bingo volunteers and librarians at end of seasonLaurie Mitchell called for clarification of "Bingo volunteers" as it could lead to misinterpretation and less participation.

These generated further discussion/ questions and responses around the floor, (who is affected /what about students/ how will we handle the "one-offs" request to participate/is it the increase based on need)?

It was moved by Laurie Mitchell and seconded by David Kuhnke: "That the membership fee be increased to \$175 annually, with Bingo team members and our librarians receiving \$25 refund upon completion of volunteer work at end of season or used as a credit to next season".

After further discussion for and against, Motion carried, supported by David Kuhnke and Mitchell Cox

c. Constitution By-Law and Members Handbook revision –

New Ontario Not-for-Profit Corporations Act (ONCA) regulation being introduced to take effect by 2020. Revisions required to handbook to line up with the new regulation. A special meeting (TBA) will be required to revise the Constitution as a result. Member's Handbook to be revised by the end of October. Once updated, both will be available to members on the NOC website.

14. Other Business

Laurie Mitchell requested John Kraus to provide breakdown of timing of 2019 -2020 programs.
Action - Ken Noronha and John Kraus

15. Date and Place of Next Meeting

TBA

16. Adjournment

There being no further business from the floor, it was moved by Esther Dermenjian and seconded by David Kuhnke "That this **NOC Annual General Meeting (AGM) of Wednesday August 28, 2019 be adjourned**" at **8:30 pm**

Motion Carried.

RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS 2019-2020

- ❖ Decision to accept the resignations of Frank Walkingshaw, Treasurer, Carol-Anne Bell-Smith, Vice President, and Cliff Bell-Smith, with many thanks for their service.
- ❖ Decision to update current bank account signing authorities to include Susan Irwin, Secretary Treasurer, Francine Nesbitt, Director, Don Bell, The Ford Group and Postings. To remove Carol-Anne Bell Smith and Frank Walkingshaw as they are no longer on the Board.
- ❖ Decision to purchase Pearl EM1 mallett Station, using Bingo funds, from Long & McQuade, price is \$1,299.00 plus \$168.86 HST. In the event of dissolution of the NOC , this station is to move to another musical organization to be determined
- ❖ Decision to release the total compensation number for Orchestra String principals to the Orchestra Principals for their discussion group
- ❖ Decision to instruct Ganaraska Financial to close the existing accounts for the Northumberland Orchestra Society and to release our 1 year fixed term investment.
- ❖ Decision to instruct TD Bank to raise our transfer limit to \$5,000.00
- ❖ Decision to provide Mitchell Cox with notice that the NOC will not renew his contract as Choral Director
- ❖ Decision to create Choral Section Leader(s) and review a payment structure, for action in 2020-2021 season, pending budget approval.
- ❖ Decision to engage Matt Dusk as headline performer for May 2021 Finale Concert.
- ❖ Decision to seek a local webmaster and social media director
- ❖ Decision to suspend / cancel the remainder of the 2019-2020 concert season based on the COVID-19 pandemic
- ❖ Decision to honour contract payments to the end of March 2020.
- ❖ Decision to engage Matt Dusk for the 2nd show as a matinee, with range for this additional fee guarantee to \$5,000.00.
- ❖ Decision to review and revamp Constitution to bring into line with new ONCA legislation, removing By-Laws and Job descriptions from the Constitution, keeping these as separate documents. Postponed pending the new legislation expected to be enacted.
- ❖ Decision to create in house committee to create, review and publish organization charts, job descriptions, and Constitution by December 2021, considering the expected new legislation expected to be enacted.
- ❖ To budget for and acquire necessary communication technology for the organization, which such current expenditure not to exceed \$1,000.
- ❖ Decision to accept and publish as final the 2020-2021 program set by John Kraus, from October 2020 to May 2021, recognizing that such program may be delayed as a result of the COVID-19 pandemic
- ❖ Decision to review the contract payment schedule, and revise the contracts, and fee per service to account for the abrogated 2019-2021 season, the new remuneration for the choir director position and the upcoming 2020-2021 season.
- ❖ Decision to permit Oriana Singers to run the proposed Brahm's Requiem joint sessions, with active involvement of John Kraus
- ❖ Decision to accept the 5 + 1 candidate selections for Choral Director as nominated by the Selection Committee with final decision to be made after interactive sessions with choristers can be held.
- ❖ Decision to re-engage John Kraus as Musical Director for a 5 year period from September 2020 August 2025, with a token honorarium for the 2020-2021 season.
- ❖ Decision to review the contract payment schedule, and revise the contracts, and fee per service to account for the abrogated 2019-2021 season, the new remuneration for the choir director position and the upcoming 2020-2021 season.
- ❖ Decision to cancel 2020-2021 season in its entirety due to the COVID-19 pandemic .

Charity Financial Statements

Northumberland Orchestra Society
For the period ended May 31, 2020



Prepared by
The Ford Group Professional Corporation

Prepared on
December 4, 2020

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Balance Sheet

As of May 31, 2020

	NOTES		Total
	As of May 31, 2020	As of May 31, 2019 (PY)	
ASSETS			
Current Assets	0		0
Cash and cash equivalents	20,786		34,244
Accounts receivable (A/R)	1,720		0
Total Current Assets	22,506		34,244
Non-current Assets	11,400		0
Total Assets	\$33,906		\$34,244
LIABILITIES AND EQUITY			
Current Liabilities	7,881		417
Accounts Payable	1,666		520
Credit Cards	285		127
Total Current Liabilities	9,832		1,064
Equity	24,074		33,180
Total Liabilities and Equity	\$33,906		\$34,244

Income Statement

June 2019 - May 2020

	NOTES		Total
	Jun 2019 - May 2020	Jun 2018 - May 2019 (PY)	
INCOME			
Donations	3,025		5,800
Fundraising	25,327		28,303
Government Funding	11,585		8,615
Non-Profit Income	31,057		36,143
zOther Non-Profit Income	8,223		8,025
Total Income	79,217		86,886
GROSS PROFIT	79,217		86,886
EXPENSES			
Charitable Activities	74,317		71,143
General and Admin Expenses	14,007		11,502
Total Expenses	88,324		82,645
PROFIT	\$ -9,106		\$4,241

Northumberland Orchestra and Choir			
Income Statement			
For the Year Ended May 31, 2021			
			Budget
			2020-2021
Revenue			
Ticket Sales - Subscriptions			0
Ticket Sales - Single Concert			0
Total Ticket Sales			0
Other			
Bingo Revenue (net)			3,500
Fundraising (before expenses)			0
Grants			3,380
Individual Donors			800
Members Dues			0
Program Advertising			0
Sponsorship and Gifts			
Total Revenue			7,680
Expenses			
Staff Musician Contracts			1,000
Extra Musicians & Soloists			0
Total Music Payroll Expenses			1,000
Operations			
Administration			1,800
Bank charges			200
Concert expenses			
Dues & Subscriptions			300
Equipment			0
Facility Rentals			0
Fundraising expenses			250
Insurance			1,650
Library (Music Rental)			250
Maintenance & Repairs			0
Marketing & Advertising			250
Music Scholarship			0
Office & Printing			200
Postage & Courier			0
Stage Management			0
Telephone & Internet			750
Volunteer Management			0
Total Operating Expenses			5,650
Total Expenses			6,650
Restatement of HST			
Net income			1,030