

**InterAccess Electronic Media Arts Centre  
 2010 Annual General Meeting  
 October 14, 2010, 7pm**

Location	InterAccess 9 Ossington Avenue Toronto, ON M6J 2Y8
Members of the Board of Directors in Attendance	Michael Awad ( <i>MA</i> ) (Chair) Rob Cruickshank ( <i>RC</i> ) Malka Greene ( <i>MG</i> ) Dafydd Hughes ( <i>DH</i> ) Dave Kemp ( <i>DK</i> ) Stefan Powell ( <i>SP</i> ) (Treasurer)
Members of InterAccess Staff in Attendance	Alex Snukal, Director of Programming ( <i>AS</i> ) Rosie Spooner, Gallery & Memberships Coordinator ( <i>RS</i> )
Minutes Taken By	Rosie Spooner

<b>Agenda Item</b>	<b>Discussion</b>	<b>Action Items/Decisions</b>
1. Call to Order	- MA calls the AGM to order at 7:30pm	- MG seconds <b>2010 AGM CALLED TO ORDER</b>
2. Introductions	- MA introduces the Board of Directors to the floor - MA lists those Board members who stepped down in the time since the 2009 AGM (Risa Horowitz, Julie Lassonde, Angella Mackay, Stephanie Rogerson)	
3. Approval of the Agenda	- MA motions for the approval of the Agenda	- SP seconds - All in favour <b>2010 AGM AGENDA PASSED</b>
4. Approval of Last Year's Minutes	- MA displays the minutes from the 2009 AGM for consultation - Those in attendance read the minutes for about 5 mins - MA motions for the approval of the 2009 minutes	- Liav Koren seconds - Those in favour: 8 - Risa Horowitz abstains <b>2009 AGM MINUTES APPROVED</b>
5. Overview of Organization and Review of 2009 Activities	NEW APPOINTMENTS: - Alex Snukal appointed as Director of Programming in September 2010 - Rosie Spooner appointed as Gallery & Memberships Coordinator in September 2010 - Heather Young appointed as financial advisor and bookkeeper ADMINISTRATION:	

	<ul style="list-style-type: none"><li>- stable</li><li>- IA is in negotiation with Breck McFarlane regarding the extension of IA's lease agreement for 9 Ossington Avenue<ul style="list-style-type: none"><li>- Mr. McFarlane would like to increase rent to meet market value, which would mean a 50% increase</li><li>- the Board has decided it would like IA to stay at 9 Ossington because a move would be very disruptive and costly</li><li>- Risa Horowitz (RH) queries whether the extension would be for five more years</li><li>- MA confirms that this is what IA is hoping to achieve</li><li>- RH queries whether an older idea to forfeit the gallery space if necessary is still an option</li><li>- MA says this is no longer viewed as a positive option because gallery operations are now an integral aspect of IA's operations</li><li>- RH expresses her agreement with this</li></ul></li><li>- AXON has been re-instituted and is now a commissioning vehicle (first artist-designed AXON will be November 2010)</li><li>- Technical Assistance Program (TAP) is not yet formalized, however IA regularly provides technical assistance when there is a need and this assistance is offered free of charge as part of IA's commitment to Toronto's arts community</li><li>- IA is hoping to launch a New Media Calendar within the next six months</li></ul> <p>STUDIO:</p> <ul style="list-style-type: none"><li>- there was a full workshop program in Fall and Spring 2009</li><li>- Fall 2010 will see a reduced workshop program but IA will return to a full program for Spring 2011</li><li>- Dorkbot continues</li><li>- Open Studio continues and is now held every week by SP</li><li>- made connections with Toronto's Hand Made Music group, who now run a working group in the Studio on the third Monday of every month</li><li>- Surveillance Club held a few meetings at IA<ul style="list-style-type: none"><li>- Question from the floor: What are IA's connections to the arrest of Byron Sonne?</li><li>- IA was not named in discussions of the arrest in the media and has no connection with Surveillance Club anymore</li></ul></li><li>- Studio upgrades – lighting, a number of new soldering stations</li><li>- MA says a 'thank you' to Laura Paolini, Liav Koren, Dave McCallum and Nick Stedman for initiating and carrying out a big clean-up of the Studio</li><li>- RH: What is the current level of membership?<ul style="list-style-type: none"><li>- AS: Membership is low. Membership drive is being planned</li></ul></li></ul> <p>GALLERY:</p> <ul style="list-style-type: none"><li>- Gallery programming since previous AGM: York MFA, Images Festival, Emerging Artists, CFC/Nuit Blance, Stop and Go (Frederic Lavoie), Subtle Technologies, Hand Made Music Festival and Workshops (two instances)</li><li>- Upcoming gallery programming: six gallery shows, Hand Made Music, Images Festival, Subtle Technologies, SAI</li><li>- The Call for Gallery Submissions has been launched (November 22, 2010 deadline)</li></ul>	
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	<p>LEGAL:</p> <ul style="list-style-type: none"> <li>- The fraud case is still ongoing</li> <li>- Dana Samuel was arrested in March 2010 and there are four charges of fraud against her</li> <li>- Three pre-trial hearings have taken place to date and a fourth is scheduled for sometime in the next couple of weeks</li> <li>- All pre-trial hearings have been held in judge’s chambers (not public)</li> <li>- Defense requested more evidence, which IA submitted to Det. Kelly at Toronto Police HQ in early September, 2010</li> <li>- RH: How would a settlement work?</li> <li>- MA: It would be a plea bargain with a guilty plea. If it goes to trial members of the Board may be called as witnesses</li> <li>- RH: States that she would like to be kept more in the loop about the proceedings of the case</li> <li>- MA: Agrees</li> <li>- MG: No one at IA is withholding information – everyone knows very little about the proceedings primarily because all the pre-trial hearings have been in judge’s chambers</li> <li>- The insurance settlement has been processed but only covered about 25% of the funds lost due to the alleged fraud and connected losses</li> <li>- Liav Koren: What about the claim from the credit card company?</li> <li>- SP: The credit card is the last outstanding substantial payable</li>   <li>- Nick Stedman: Would IA be able to recoup losses from the settlement, should there be one?</li> <li>- MA: IA would have to apply for an Order of Restitution</li>   <li>- RH: Is there something like a restraining order, but in reference to IA’s premises, that can be taken out against Dana Samuel?</li> <li>- MA: No, but there is witness protection which covers all those who were members of the Board of Directors at the time. This states that Dana Samuel must leave the premises should she encounter one of these witnesses.</li>   <li>- Liav Koren: Has IA incurred a lot of costs connected to lawyer’s fees?</li> <li>- MA: Lawyer costs are ca.\$400/hr but this is kept to a minimum and fees have been very minimal since the previous AGM.</li>   <li>- MA: IA received Crisis Funding from the Ontario Arts Council.</li> </ul>	
<p>6. Presentation of 2009 Financial Statements</p>	<p>DEFICIT:</p> <ul style="list-style-type: none"> <li>- 2008: \$106,022</li> <li>- 2009: \$ 40,806</li> <li>- By the end of 2010 IA will have a deficit of \$0, which will make it one of only very few artist-run centres without a deficit. Consequently, at by the beginning of 2011 IA will be in a good financial position.</li> <li>- IA would like to return to 3.5 members of staff</li> <li>- RH: Are there hard-copies of the 2009 audit available?</li> <li>- MA: No.</li> <li>- RH: Can I look at the 2009 audit?</li> <li>- MA: Presents the 2009 audit to the floor (via data projector)</li> </ul>	

	<ul style="list-style-type: none"><li>- RH: Is the auditor's letter different to the 2008 auditor's letter?</li><li>- Heather Young (HY): No, it is pretty much the same. Heather then proceeds to explain the auditor's letter.</li><li>- MA: 2010 will be a clean audit</li><li>- SP: This means that IA is in a great position and can look forward now.</li><li>- Nick Stedman: Where is IA's funds coming from?<ul style="list-style-type: none"><li>- MA: Almost entirely from the arts councils (CCA, OAC, TAC). They are all aware of IA's recent difficulties. Despite the difficulties, IA has continued to meet all council obligations. Savings have come from cutting back on staffing and members/Board members volunteering their time.</li></ul></li> <li>- RH: At the 2009 AGM, first quarter 2009 projections were issued. How did these projections compare to actual figures?</li><li>- HY: Turned out to be very different because records were so skewed.</li> <li>- RH: There were five members of staff until April 2009?</li><li>- M: Yes, three full-time and two part-time and all were paid severance.</li> <li>- RH: What do professional fees (referring to one of the expenses categories listed on the audit) cover?</li><li>- HY: Legal and financial services.</li> <li>- RH: Why is there an increase in telephone expenses in 2009 vs. 2008?</li><li>- HY: Because phone services were cut-off for a period in 2008.</li> <li>- Nick Stedman: Did IA receive an equipment grant from the CCA?</li><li>- HY: Yes, \$15,000 but IA has not spent all of it yet so we have a backlog of commitments and will buy new equipment when we have the money (funds had to be deferred from the equipment budget to pay off debt).</li> <li>- Question from the floor: Why did IA change banks from Alterna to CIBC?</li><li>- MA: IA was originally with Metro Credit and only became Alterna clients when they bought over Metro Credit, so it was never a deliberate choice to bank with Alterna. It became increasingly important to have a local bank with good customer service which Alterna couldn't provide. IA still has two accounts with Alterna however one is empty.</li> <li>- Bill Gentles: Can the Board discuss how internal procedures have changed?</li><li>- M: All finances are dealt with at Board level and not a staff level.</li><li>- RH: No internal control 'short of fascism' can prevent alleged fraud.</li><li>- MA: There is no staff control of finances at the moment but we would like to move back there at some point.</li> <li>- Question from the floor: What is revenue? Can it be traced?</li><li>- HY: For audit purposes revenue equates to funds IA gets from grants. Funds from the selling of memberships, donations, workshop fees, etc... are not counted as revenue in an audit because it cannot really be traced. IA cannot foresee having a</li></ul>	
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	<p>clean audit for 2010. IA had consistently clean audits up until 2007.</p> <ul style="list-style-type: none"> <li>- MG: The alleged fraud affected two audits but it only took place over the course of eight months. It is important that staff can be trusted, especially in small organizations, however there is now more oversight in place.</li> <li>- MA: Financial management is no longer done in-house.</li> <li>- RH: States her preference for this to continue even when more staff are hired.</li> <li>- MA: Yes, IA has no intention to change the current set-up for financial management.</li> <li>- SP: Heather is great and offers fantastic expertise.</li> </ul>	
7. Approval of 2009 Audited Financial Statements	<ul style="list-style-type: none"> <li>- RH: Moves to accept 2009 financial statements.</li> </ul>	<ul style="list-style-type: none"> <li>- In favour: 15</li> <li>- Against: 0</li> <li>- Abstain: 0</li> </ul> <p><b>2009 FINANCIAL STATEMENTS ACCEPTED</b></p>
8. Appointment of the Auditors for 2010	<ul style="list-style-type: none"> <li>- MA: Moves to keep Copperthwaite-Metha as InterAccess' auditors for 2010.</li> </ul>	<ul style="list-style-type: none"> <li>- SP: Seconds motion</li> <li>- In favour: 15</li> <li>- Against: 0</li> <li>- Abstain: 0</li> </ul> <p><b>MOTION PASSED TO KEEP COPPERTHWAITE-METHDA AS AUDITORS FOR 2010 AUDIT</b></p>
9. Election of Board of Directors	<ul style="list-style-type: none"> <li>- Board members up for re-election: Rob Cruickshank, Malka Greene and Stefan Powell</li> <li>- New candidates seeking election to the Board of Directors: Anthea Foyer (AF) and Frank Tsonis             <ul style="list-style-type: none"> <li>- The present Board has reviewed their CVs and endorses both candidates</li> <li>- DH: Reads a statement written by Frank Tsonis explaining why he is seeking election</li> <li>- Anthea Foyer: Discusses why she is seeking election</li> </ul> </li> <li>- AS: Distributes ballots</li> <li>- Question from the floor directed at Anthea Foyer: Why would you like to be a Board member?             <ul style="list-style-type: none"> <li>- AF: Would like to stay close to the arts community since she is now a self-employed arts consultant. Believes it is a very interesting time to become more involved with IA.</li> </ul> </li> <li>- Interim while votes are cast and counted</li> <li>- MA: Calls the meeting back to order</li> <li>- MA: Results were unanimous</li> </ul>	<p><b>ROB CRUICKSHANK, MALKA GREENE AND STEFAN POWELL RE-ELECTED TO THE BOARD OF DIRECTORS</b></p> <p><b>ANTHEA FOYER AND FRANK TSONIS ELECTED TO THE BOARD OF DIRECTORS</b></p>
10. New Business	<ul style="list-style-type: none"> <li>- MA: Is there any new business members in attendance would like to raise?</li> <li>- Liva Koren: There is a Dorkbot next week.</li> <li>- RH: Will IA be having a holiday party this year?</li> <li>- AS: Not at present, no.</li> <li>- HY: Voices a 'thank you' to the Board</li> </ul>	

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