



MARIPOSA FOLK FOUNDATION – 2024 ANNUAL GENERAL MEETING – MINUTES

February 25, 2024 – Via Zoom

In attendance: Pam Carter, Ken Rovinelli, Greg Morton, Ian Brown, Katharine Partridge, Caroline Brooks, , Amber McGarvey-Moreland, Ted Markle, Sue Shikaze, Jimm Simon, Kim MacDonald, Michael Slan, Jeff Potts, David Warren, Chris Hazel (staff)

Regrets: Beth Cavanagh

1. The meeting was called to order 11:00 a.m., Chaired by President, Pam Carter
2. **Motion:** to approve agenda as circulated with the AGM Notice: Ted Markle 2nd Michael Slan – Carried
3. **Motion:** to approve the 2023 AGM Minutes as reviewed: Jimm Simon 2nd Katharine Partridge – Carried
4. Business arising from the minutes: None
5. President's Report: The President reviewed her report. **Motion:** To accept the President's report: Ted Markle 2nd Amber McGarvey-Moreland - Carried.
6. Treasurer's Report - Treasurer, Ian Brown, led attendees on a thorough explanation of the Financial Statements for the year ended August 31, 2022, indicating it was a clean audit.

Motion: to accept the Financial Statements for the 2022/23 Fiscal year, Ian Brown, 2nd Greg Morton - Carried

Motion: to reappoint Hehn Trickey Professional Corporation as the Mariposa Folk Foundation Auditors for the 2023/24 fiscal year at a rate of remuneration to be set by the Board of Directors, Ian Brown 2nd: Michael Slan – Carried

7. Governance Report – Chair of Governance committee, Ian Brown, reviewed the circulated memo including the background discussion and recommendation to adopt the following Special Resolution:

RESOLVED, AS A SPECIAL RESOLUTION, that:

- 1. The revised Articles of Amendment attached to the Board’s report to the 2024 Annual Meeting of Members be approved;**
- 2. That any two signing officers be authorised and directed to execute the revised Articles of Amendment and to do all things necessary or desirable to give effect to this special resolution, with such further amendments as they may determine to be necessary or desirable to comply with the requirements of any governmental authority having jurisdiction, without the need for further approval of the Members.**

Moved: Ian Brown 2nd Michael Slan. Carried by required 2/3 majority.

8. Artistic Director report: 2023 Artistic Director Liz Scott is at Folk Alliance International so unavailable. President expressed a heartfelt thank you to Liz for all her programming and acumen, which has stood the organization in good stead heading into 2024. President delivered her report on the recap of 2023 festival. President advised that Spencer Shewen is the new Artistic Director and that the 2024 artistic lineup will be announced this week.
9. Resolution to thank outgoing directors. No outgoing directors.

Pam Carter passed the Chair to Ken Rovinelli at this point.

10. Election of Directors Presented by Ken Rovinelli. Reviewed the work of the Nominations Committee. Four current directors standing for re-election, all of whom are eligible. Recommended slate of 3-year terms for: **Michael Slan, Greg Morton, Pam Carter, Beth Cavanagh**. No other nominations received.

Motion: To elect the slate of directors as presented by Ken Rovinelli – David Warren, 2nd Amber McGarvey-Moreland – Carried

11. Other business: None.

Motion: to adjourn, Greg Morton, 2nd Amber McGarvey-Moreland

President Signature

Date ***after acceptance at 2025 AGM*