

**Editors' Association of Canada/Association canadienne des réviseurs
Minutes of Annual General Meeting 2003
Montpetit Hall, University of Ottawa
14 June 2003**

1. Call to Order

The meeting was called to order by the president, Jennifer Latham, at 4:20 P.M.

2. Approval of Agenda

There was a request for a motion to amend Item 9 to include a report from Dr. Agnes Meinhard, the association consultant.

Moved by R. Knight, seconded by H. Ebbs, that Item 9 include a report from Dr. Agnes Meinhard, the association consultant. PASSED

Another amendment:

Moved by N. Flight, seconded by G. Ioannou, that a Membership Committee report and PICA report become Items 11 and 12. PASSED

It was noted that the PICA Committee needs renewing and the mandate and chair will have to be renewed. This will become Item 14.

Also noted to include election of PICA Chair, which now becomes item 14.

Moved by R. Shipton, seconded by L. d'Anjou, that the agenda be accepted as amended. PASSED

3. Approval of AGM Minutes of 25 May 2002

Moved by G. Ioannou, seconded by S. Fysh, that the 2002 AGM minutes be accepted. PASSED.

4. Approval of 2002-03 Annual Report

Moved by R. Knight, seconded by H. Ebbs, that the 2002-03 Annual Report be accepted. PASSED.

5. Approval of Auditors' Report

Moved by A. Fothergill-Brown, seconded by Rosemary Tanner, that we accept the auditor's report.

Discussion:

The treasurer pointed out that because the auditors accrued expenses back into the fiscal year, it appears we ended the year in a deficit position. However, in terms of cash flow, we broke even.

PASSED.

6. Appointment of Auditor for 2003–04

Moved by A. Fothergill-Brown, seconded by D. Smyth, that Cowperthwaite Mehta be appointed auditors for 2003–04. PASSED

7. Motion regarding membership dues

(a) Motion to raise association dues for all new and renewing EAC/ACR members to \$160 effective 1 July 2003.

Because association dues were last increased in 1997, and because organization expenses have risen considerably since that time,

Moved by R. Tanner, seconded by C. Reed Upton, that association dues for EAC/ACR be raised to \$160 for all new and renewing members effective 1 July 2003.

The question of student rates was raised and it was noted that since this is a percentage increase their rate will also rise the same percentage amount.

The motion was amended to incorporate student rates:

Because association dues were last increased in 1997, and because organization expenses have risen considerably since that time,

Moved by R. Tanner, seconded by C. Reed-Upton, that association dues of EAC/ACR be raised to \$160 for all new and renewing non-student members and to \$110 for student members, effective 1 July 2003. PASSED (1 nay)

(b) Motion to authorize the national executive council to increase association dues by up to 5% in any calendar year if such an increase is both necessary and justified.

To better facilitate the association's budgeting process, which occurs in the autumn of each year (at a distance from the annual general meeting, which occurs in the spring) and to ensure that the organization can continue to meet the needs and wishes of members in a timely fashion,

Moved by R. Tanner, seconded by R. Shipton, that the membership of EAC/ACR give authority to the board to increase association dues by up to 5% once in any calendar year if the board determines that such an increase is both necessary and justified. Any increase of more than 5% will continue to require approval by the membership at an AGM.

Discussion:

It was pointed out that in most years 5% is greater than regular inflation and that gives the board an "out to not pay attention to how money is spent." Another member would like to see the executive pursue corporate sponsorship rather than raising money by raising dues.

The treasurer committed herself to listening to the membership on this issue and will continue to keep it in mind. She asked that the opening paragraph be kept in mind and pointed out that, without this passing, a discussion of the budget would have to be

reopened in mid-year; she also pointed out that the motion said up to 5% but does not specify that it must be as high as 5%.

In further discussion others agreed that EAC/ACR needs other sources of funding; however, our fee is low compared to other professional associations, and some expressed confidence that the board will only raise fees up to 5% if necessary. The planning difficulties were acknowledged, but some members wanted member input or more corporate sponsorship of future conferences, which might be possible if certification for members progresses.

As a point of information, the president noted that this has become an issue because of changes in staffing levels over last couple of years, to two full-time staff members plus part time. Further, 1997 was the last increase. Members were reassured that if the vote was yes this right could be removed in the future.

An amendment was proposed that would tie the increase in dues to the inflation rate and set conditions for membership approval.

Moved by B. Baker, seconded by C. Brown, that the membership of EAC/ACR give authority to the board to increase association dues by up to the rate of change in the consumer price index in the preceding 12 months or 5%, whichever is lower, once in any calendar year, if the board determines that such an increase is both necessary and justified. Any increase of more than this amount will continue to require approval by the membership at an AGM.

Some members felt this tied the board's hands too much. It was pointed out that EAC/ACR has a history of small, infrequent dues increases and that tying an increase to inflation may encourage the board to increase each year. Board members also have to pay any increase and will be cautious. Speaking against amendment but for the motion, a member reminded the meeting that boards typically have this power to enable them to do business and better plan.

The question was called on the amendment (2 nays to calling the question):

Amendment DEFEATED (3 yeas; all others nays)

Further discussion on original motion:

The question of corporate sponsorship for the annual conference was again raised. In a point of information, the president noted that under the new structure a new fundraising committee is proposed. This committee will flow through the finance committee, which will determine where best to apply funds.

Moved by C. Hastie and seconded by G. Ioannou, that the motion be amended to add wording stipulating members must be advised of an impending increase three months prior.

This amendment was accepted by the original mover and seconder.

The reworded motion:

To better facilitate the association's budgeting process, which occurs in the autumn of each year (at a distance from the annual general meeting, which occurs in the spring) and to ensure that the organization can continue to meet the needs and wishes of members in a timely fashion,

*Moved by R. Tanner, seconded by R. Shipton, that the membership of EAC/ACR give authority to the board to increase association dues by up to 5% once in any calendar year if the board determines that such an increase is both necessary and justified. Three months' notice will be given of any increase. Any increase of more than 5% will continue to require approval by the membership at an AGM.
PASSED (16 nays, 1 abstention)*

8. Office report

The president introduced the outgoing association manager, Connie John, and formally thanked her for her past four years of service.

Moved by F. Gildenhuis, seconded by R. Knight, that Connie John be thanked for her previous years of service.

Connie expressed her pleasure in working for EAC/ACR and noted that it was a point of pride for her the way it has developed. She knows that changes have been difficult for the organization and that these changes in the culture of the association have also brought opposition, but she thinks this a healthy situation. The board has come a long way and met challenges by looking at their own processes and consulting members. She feels that now that EAC/ACR is halfway through its reorganization process, it is a good time for her to step down. She thanked EAC/ACR for the opportunity to work for the association.

Lynne Massey, the incoming executive director, spoke. She is looking forward to working for and with EAC/ACR. She knows there are many challenges ahead and looks forward to this. She noted she is well assisted by Michele Collins and Matt Godden.

The president formally thanked all the office staff for the competent work they do on a daily basis.

9. Restructuring of the national council of EAC/ACR

(a) Report on transition to the new structure

The president gave a report on the transition to restructuring to this point. She noted that reports and information have been given through various fora to members. She summarized the national executive council workshops conducted by Dr. Agnes Meinhard, a professor for voluntary sector studies at Ryerson, and noted that Dr. Meinhard's insights had been helpful to the council. It was out of these workshops that the idea for having branches help develop local and national priorities arose, as did developing a mission for the next five years. She summarized the work of the September 2002 retreat, held to establish a framework and outline for committee mandates and communications structure. Members were asked to give feedback and the MCC collected it and prepared a feedback report. The transition documents are still in draft form. The MCC report will soon be available on the Web site. The board is reviewing the feedback and looking at the transition documents and will formally respond to concerns and indicate where changes have been made. The board wants to spend the forthcoming year

implementing change and our slate is based on the new structure approved by members. There were no questions about this report.

(b) Motion to implement, on a trial basis, the committee mandates, board position descriptions, and communication methods outlined in the transition documents

The committee mandates and board position descriptions included in the current transitional documents were derived from two sources: the mandates and position descriptions as updated by the national executive council in 1998 and more recent updates from the current committee chairs and council members. The board submits the following motion to the membership in order to formalize the decisions made in 1998 and to set a schedule for the completion of restructuring as it affects committee work.

Moved by S. Fysh, seconded by F. Gildenhuys, that the members of EAC/ACR, having received the national committee mandates, board position descriptions, and communication proposals as outlined in the transitional documents, approve their implementation on a trial basis from June 2003 until the 2004 AGM, during which period the mandates, position descriptions, and communication methods will be tested and refined by the committees and board, taking into consideration any input from the Member Communication Committee. At the end of this period, the board will submit a revised proposal for the coordination of committee and board work to the membership at the 2004 AGM.

Discussion:

There was a question of whether or not this motion was going to be amended. S. Fysh, as the member who proposed the motion, wanted to retain this wording because some of the transition documents are still under discussion (for example, the statement of commitment) and the board would like to continue to refine the documents based on their discussions and input from the MCC and bring the transition documents to the AGM again next year.

As a point of information, the president noted that within the transition documents is one on board job descriptions, which includes a statement of commitment for national board members. The MCC report notes that some members have concerns about the statement of commitment. The board will continue to examine the documents, respond to member input, and revise them. The board will provide a formal response to issues. This motion is asking for approval to implement the new structure based on the transition documents on a trial basis. The board will draft final documents and will ask for their approval at the 2004 AGM.

Responding to a question about whether voting for the current transition documents for a year also means we are putting a statement of commitment in place for a year, the member was assured that the motion does not have the effect of putting in place the statement of commitment. This motion is separate from that.

Moved by G. Ioannou, seconded by David Peebles, that the motion also address the concerns about the sStatement of commitment.

The president noted that the motion addresses implementation on a trial basis and that it does not make reference to the statement of commitment. A further motion has been prepared to address concerns about this. It was agreed that the second motion (which was read aloud and had been circulated with the AGM information) will be added to this motion. It was noted that this motion says that the board will review and revisit the whole statement.

New motion:

The committee mandates and board position descriptions included in the current transitional documents were derived from two sources: the mandates and position descriptions as updated by the national executive council in 1998 and more recent updates from the current committee chairs and council members. The board submits the following motion to the membership in order to formalize the decisions made in 1998 and to set a schedule for the completion of restructuring as it affects committee work.

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Because the draft board members' statement of commitment (included in the transition document on board position descriptions) was initially developed by the board in a workshop setting, the board accepts that some points in the statement require further definition or background explanation,

Thus it is further moved that the members of EAC/ACR approve the ongoing work on defining the board members' statement of commitment. In the interim, in response to members' concerns as expressed by the Member Communication Committee, the details of the statement that were presented in the transitional documents will be replaced by a list of three broader areas of commitment:

- 1) the responsibility of individual members to the board and the organization;*
- 2) the responsibility of the board, as an entity, to the individual members; and*
- 3) the responsibility of the board, as an entity, to the general membership of the organization and other stakeholders.*

The board will present a fully developed statement, with definitions, for members' approval at the 2004 AGM.

Discussion:

It was requested that more information be given ahead of time regarding proxies and bringing of proxies to the AGM. A board member replied that it is likely the information

will be in the form of a working report. In response to a question about staff positions, it was reported that the association manager's position is being dissolved and we are now hiring a full-time executive director. The project manager's position has now changed and we have hired an office manager and communications coordinator. All these positions will be posted right after the AGM.

Staff positions and hiring of staff will not go through the same consultation process as other positions; the hiring of the senior staff member is the responsibility of the president and a hiring committee and this committee hired the new ED. Members were reminded that we do not get involved in hiring staff that the ED works with. It is her or his responsibility. The positions were included in the transition documents to make members aware of these positions and it was agreed that the hiring process, etc. will need to be clarified for members.

The board will make every effort to complete these documents in a timely manner so that members will have more time to read and think about the issues and respond to the MCC. This committee and the board know that they have to improve coordination and communication so that further material is presented in a more timely manner.

As a point of information, the president gave some background on the MCC and the problems it had getting started.

(c) This motion that was originally presented independently as 9(c) was added as the last two paragraphs of motion above.

PASSED (2 abstentions)

The president introduced Dr. Agnes Meinhard to the assembly and she made a presentation to the AGM. Dr. Meinhard noted that because of rapid growth the organization had had to rethink its structure and she hoped that the new structure will serve the board well. She commended the branches on their work and reviewed the statement of purpose processes that took place in the branches and summarized her content analysis of the results. Her analysis identified themes relating to the profession and professionalism of editors, promotion, and member services, but communication was an overriding concern and all themes rely on healthy communication. She also described sub-themes attached to main themes.

She summarized the exercise she facilitated on Friday (June 13) with interested members in which they developed a mission/vision statement to serve as a framework for strategic analysis and priority setting that the board would like to make. The value of the branch and national exercise is that the board and branches now better understand how they fit together and the national statement will help give a framework to the organization and direction in how to move forward. She presented the draft of the national vision statement and goals but noted that they were unfinished due to lack of time.

The president noted that this will give the board a focus and direction for developing plans. They will use the statements from branches to develop the goals, and next year the board will have an action plan to present at the AGM to tell how we're doing and where we're going. The board will continue to consult through various mechanisms: Web, surveys, etc.

It was requested that the content analysis from the branch exercises be made available to members.

Moved by C. Hastie, seconded by E. d'Anjou, that Dr. Agnes Meinhard be thanked for her help. PASSED

10. Other motions

The president called for other motions.

At the 1996 AGM it was decided that the Directory of Editors should be published in the fall and mailed by the end of October. There is no formal record of the reason for this decision. The board has discussed this issue more recently and found no current reason for preferring fall publication. Members of the association work in many different sectors with diverse hiring patterns. The board also notes that it is common for annual directories to be published at the start of the year. The board therefore submits the following motion to the membership. Moved by L. Messervey, seconded by seconded by T. Stolar, that, as it is the board of directors that sets timelines and budgets for the association, the board be mandated to determine the timing of publication of the annual directory, in light of the other activities of the association and of the desire for regularity of publication, and in order to situate the directory for maximum impact.

No discussion

PASSED (4 abstentions)

11. Report of the Membership Committee

The chair of the Membership Committee described the formation of the committee and the change in chairs this past year. Christa Bedwin will be Membership chair for the coming year. There are a number of large, complex membership issues to consider, some of which are contradictory. The top three issues:

- Why do we all pay the same membership fees except students?
- Separate voting and associate membership doesn't make sense.
- Who should be a member?

The president noted that more work needs to be done and that the requests in last year's motion forming Membership Review Committee that recommendations be put forward at this AGM was over-optimistic. She looks forward to further reports.

12. Report of PICA Committee

Greg Ioannou as a co-chair of the PICA committee described the history of the committee (formed out of the collapse of GDI and the failure of Stoddard Publishing). The committee gathered information regarding editors owed money during the unfolding of this crisis. They encouraged members to press cases and intervened when possible. They learned from the experience how to be more alert about publishers who might be in financial trouble and begin the process sooner. The committee is continuing to monitor problems in the industry. The second part of their mandate is to set up a structure for situations like this, and they have been researching processes that other similar associations use. They would like to see PICA merge with the Mediation committee.

The president thanked the committee for its work.

13. Elections

The president, Jennifer Latham, noted that the French agenda has an error and that Faith Gildenhuis is standing for president, not Jennifer.

Rosemary Tanner introduced the outgoing 2003–04 executive and thanked them for their service.

Members of the Nominations committee were Rosemary Tanner (Chair), Winnifred Assman, Suzanne Aubin, Anita Jenkins, and Elizabeth Macfie.

The following members were elected by acclamation:

President	Faith Gildenhuis (BC)
Vice-President	Stephanie Fysh (Toronto)
Treasurer	Ann Fothergill-Brown (NCR)
Member at Large	Susan Turcotte (NCR)
Member at Large	Maureen Nicholson (BC)

The position of Secretary was contested. Val Gee (Toronto) was asked by the nominating to run for the position of secretary and had accepted the nomination.

Moved by H. Ebbs, seconded by C. Blackburn, that Riça Knight (Toronto) be nominated to run as secretary.

Riça Knight accepted the nomination.

Each candidate made a presentation on what she would bring to the position of secretary.

Val Gee was elected (34 ballots; Riça Knight 32 ballots, 1 spoiled ballot)

Frances Peck and Patricia Buchanan were counters.

The national executive council also has six voting members who are not elected at the AGM:

Past President	Jennifer Latham (NCR)
British Columbia branch representative	Lynn Smith
Prairie Provinces branch representative	Brenda Belokrinicev
Toronto branch representative	Greg Ioannou
NCR branch representative	Tom Vradenburg
Quebec/Atlantic branch representative	Christine Hastie

The following committee chairs have traditionally been elected by the membership, but are not members of the national executive council under the new structure. The following members were elected by acclamation:

Directory Committee Chair	Tanis Stoliar (NCR)
Francophone Affairs Committee Chair	Suzanne Aubin (QAC)
Membership Committee Chair	Christa Bedwin (PPB)
Member Communication Committee Chair	Peter Colenbrander (BC)
Newsletter Committee Co-Chairs	Peter Roccia and Leslie Vermeer (PPB)
Professional Development Committee Chair	Dawn Harvie (NCR)
Publications Committee Chair	Mel-Lynda Andersen (BC)

Public Relations Committee Chair

Ivy Marciniak (Toronto)

Other committee chairs appointed:

Freedom of Expression	not filled
Certification	Frances Peck and Jonathan Paterson, co-chairs
Mediator	not filled
In-house recruitment	not filled
Professional Standards	Lee d'Anjou
Tom Fairley Award	Nancy Flight

Beth Macfie thanked the Nominating committee and Rosemary Tanner as chair.

14. Renewal of PICA Committee

Lee d'Anjou nominated Claudie Forgas as chair of the PICA committee and Greg Ioannou nominated himself as co-chair of the PICA committee. Claudia and Greg were elected by acclamation.

15. Adjournment

Nancy Flight thanked Jennifer Latham for her service as president and she was warmly applauded.

Rosemary Tanner moved the adjournment and the president declared the meeting adjourned at 6: 40 P.M.