

# 2022 Annual General Meeting

Sunday, January 29, 2023

## Agenda

1. Call to Order
2. Establish Quorum
3. Welcome
4. Approval of Agenda
5. Approval of Minutes from previous AGM
6. Notify members when Financial statements should be available
7. Treasurer Report
8. Notify members Auditor's report should be available
9. Chair report
10. Staff Report
  - Creative and Operations Director - Jennifer Lyn Squires
11. Committee Reports
  - Dramaturgical Committee- Avianna Hudym
  - Diversity and Inclusion Committee - Avianna Hudym
  - Engagement committee- Landon Walliser
  - Grant Writing- Kristi Friday
12. Approve amendments and additions to bylaws
  - The SPC Board would like to add 2 bylaws with the following rationale:
    - to allow all board members to serve our members and staff properly and be part of committees effectively, with the intention to prevent burnout and future turnover.**
  - The additions can be seen (with context) in **red** on the following page.
13. Call for nominations for the board and/or receive the nominating committee report
14. Elect new directors
15. Transact any other business
16. Meeting adjournment

## Proposed Bylaw Additions

### 6.8 CALLING BOARD MEETINGS

- (a) Unless otherwise agreed by all of the Directors, every Director shall be given at least 7 days' notice of every Board meeting.
- (b) The Directors may at any meeting decide to hold regular meetings by passing a resolution stating the day, hour and place of the regular meetings and thereupon no further notice of those regular meetings shall be required.
- (c) The Directors may, by unanimous consent, waive notice of any meeting of Directors.
- (d) A Director waives notice of a meeting by his or her attendance at the meeting, or if not in attendance, may waive notice by e-mail, telephone or otherwise.
- (e) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected, and without the need for any advance notice of such meeting.
- (f) Notice of any meeting of the Board shall state in reasonable detail the business to be conducted at the meeting.
- (g) All Board members shall meet at least 4 times a fiscal year: August, November, February, and May.**

### 11.1 COMMITTEE APPOINTMENTS AND PROCEDURES

- (a) The Board has the authority to establish such committees as it deems necessary from time to time, including without limitation:
  - (i) The Dramaturgy Committee; and
  - (ii) Any other committee deemed necessary.
- (b) The Board shall prescribe the composition and duties of all committees and appoint or remove committee Chairs and members as necessary.
- (c) Each committee may define its mandates, terms of reference and policies, subject to ratification by the Board and subject to any limitations or responsibilities imposed by law or provided in the By-laws.
- (d) Subject to (c), only the Dramaturgical Committee shall be empowered to make decisions independently of the Board. Such decisions will be made by way of majority vote among the members of the Dramaturgical Committee and, in the event of a tie, the Dramaturgical Committee must put the question to the Board to be decided by resolution.
- (e) Each committee may propose to invite such additional persons to committee meetings as it may deem necessary to advise and assist in committee matters.
- (f) Persons invited pursuant to Article 11.1(d) may attend with approval by resolution of the Directors.
- (g) Persons invited pursuant to Article 11.1(d) will be not be voting members of the respective committee, and for greater certainty will not be a Director unless elected or appointed in accordance with these By-laws.
- (h) By resolution of the Directors, an individual who is not a member of the Board may be instated as a voting member of a committee.
- (i) Each Committee shall keep notes of its meetings and proposed decisions, which notes shall be submitted, as soon as practical, to the Board.
- (j) Committees and their directors and officers are expected to meet 4-6 times a year.**