Minutes - Executive Policy Committee – July 20, 2005

Minute No. 474
Report - Standing Policy Committee on Protection and Community Services - July 11, 2005

Item No. 2 Amendments to Winnipeg Arts Council By-law No. 1
File FG-3

EXECUTIVE POLICY COMMITTEE RECOMMENDATION:

The Executive Policy Committee concurred in the recommendation of the Standing Policy Committee on Protection and Community Services and submits the following to Council:

1. That Part 6 (Committees of the Board) of the Winnipeg Arts Council By-law No. 1, be amended as follows:

Part 6 - Committees of the Board

6.01 Committees

In addition to such special or ad hoc committees and chairpersons therefore as the Board may decide from time to time, the following standing committees of the Board are established and shall be respectively chaired as follows:

Committee	Chairperson
(a) Audit	As appointed by the Board
(b) Nominations	As appointed by the Board

6.02 Appointment of Committee Members

At the first meeting of the Board following each Annual Meeting, or so soon thereafter as possible, the Board shall appoint Directors to committees. The Chair may, at his or her sole discretion, be a member of all committees except the Nominations Committee. The Board may alter the membership and terms of reference of any committee.

6.03 Standing Committees

Audit Committee

The Audit Committee shall be composed of no fewer than three (3) nor more than five (5) Directors as appointed by the Board.

The Audit Committee shall, among other things, from time to time review the financial position of the Corporation and make recommendations to the Board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments.

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Nominations Committee
The Nominations Committee shall be appointed by the Board and shall be composed of no fewer than three (3) or more than five (5) Directors who are not standing for re-election. In lieu of Directors the Board may appoint a maximum of three (3) persons from the community at large. The Nominations Committee shall assist the Board with the election of Directors as set forth in Section 9.06 hereof.

6.04 Executive Committee
The Board may at its sole discretion elect an Executive Committee which shall be composed of such membership and have such duties as shall be determined by the Board from time to time.

6.05 Terms of Reference
Standing committees other than the Audit Committee and the Nominations Committee shall be guided by the terms of reference for such committee as set out in Board resolutions adopted from time to time.

6.06 Committee Terms
Appointment to a standing committee shall be until the first Board meeting following the next Annual Meeting.

6.07 Quorum
The quorum for the Audit Committee, the Nominations Committee and all other standing committees of the Board is three (3) committee members unless otherwise specified in the terms of reference for such other standing committee.

2. That the Proper Officers of the City be authorized to do all things necessary to implement the intent of the foregoing.

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DECISION MAKING HISTORY:

Moved by Councillor Steeves,

That the recommendation of the Standing Policy Committee on Protection and Community Services be concurred in and forwarded to Council.

Carried

STANDING COMMITTEE RECOMMENDATION:

On July 12, 2005, the Standing Policy Committee on Protection and Community Services concurred in the recommendation of the Winnipeg Arts Council and submitted the matter to the Executive Policy Committee and Council.

WINNIPEG ARTS COUNCIL RECOMMENDATION:

On April 5, 2005, the Winnipeg Arts Council recommended amendments to Part 6 (Committees of the Board) of the Winnipeg Arts Council By-law No. 1 to reflect the following:

- establishment of an Executive Committee as an optional requirement as opposed to a mandatory requirement;

- establishment of an Audit Committee and a Nominations Committee as a mandatory requirement,

and therefore submitted the following amendments to the Winnipeg Arts Council By-law No. 1 to the Standing Policy Committee on Protection and Community Services:

Part 6- Committees of the Board

6.01 Committees

In addition to such special or ad hoc committees and chairpersons therefore as the Board may decide from time to time, the following standing committees of the Board are established and shall be respectively chaired as follows:

Committee	**Chairperson**
(a)Audit	As appointed by the Board

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DECISION MAKING HISTORY (continued):

(b)Nominations As appointed by the Board

6.02 Appointment of Committee Members
At the first meeting of the Board following each Annual Meeting, or so soon thereafter as possible, the Board shall appoint Directors to committees. The Chair may, at his or her sole discretion, be a member of all committees except the Nominations Committee. The Board may alter the membership and terms of reference of any committee.

6.05 Standing Committees
Audit Committee
The Audit Committee shall be composed of no fewer than three (3) nor more than five (5) Directors as appointed by the Board.

The Audit Committee shall, among other things, from time to time review the financial position of the Corporation and make recommendations to the Board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments.

Nominations Committee
The Nominations Committee shall be appointed by the Board and shall be composed of no fewer than three (3) or more than five (5) Directors who are not standing for re-election. In lieu of Directors the Board may appoint a maximum of three (3) persons from the community at large. The Nominations Committee shall assist the Board with the election of Directors as set forth in Section 9.06 hereof.

6.06 Executive Committee
The Board may at its sole discretion elect an Executive Committee which shall be composed of such membership and have such duties as shall be determined by the Board from time to time.

6.05 Terms of Reference
Standing committees other than the Audit Committee and the Nominations Committee shall be guided by the terms of reference for such committee as set out in Board resolutions adopted from time to time.

6.06 Committee Terms
Appointment to a standing committee shall be until the first Board meeting following the next Annual Meeting.

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DECISION MAKING HISTORY (continued):

> **6.07 Quorum**
> The quorum for the Audit Committee, the Nominations Committee and all other standing committees of the Board is three (3) committee members unless otherwise specified in the terms of reference for such other standing committee.

Further, the Winnipeg Arts Council advised that in accordance with Section 12.06 of the Winnipeg Arts Council By-law No. 1 any addition or amendment to the said By-law shall require the assent of the Council of the City of Winnipeg.

STANDING COMMITTEE RECOMMENDATION:

On October 7, 2003, the Standing Policy Committee on Protection and Community Services received as information the Winnipeg Arts Council By-law No. 1, with respect to the regulations of the business and affairs of the Winnipeg Arts Council Inc.

CONSEIL DES ARTS DE
WINNIPEG ARTS COUNCIL

Winnipeg Arts Council Annual General Meeting Tuesday, April 5, 2005 @ 4:30 p.m., Lower level concourse of the Centennial Concert Hall

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6.0 Amendment of Bylaws

T. Carson, Chair of the Governance Committee moved to amend the Bylaws as follows:

Current Bylaws:

Part 6- Committees of the Board

6.01 Committees

In addition to such special or ad hoc committees and chairpersons therefore as the Board may decide from time to time, the following standing committees of the Board are established and shall be respectively chaired as follows:

Committee	***Chairperson***
(a)Executive	*Chair of the Board*
(b)Nominations	*As appointed by the Executive Committee*

6.02 Appointment of Committee Members

At the first meeting of the Board following each Annual Meeting, or so soon thereafter as possible, the Board shall appoint Directors to committees. The Chair may, at his or her sole discretion, be a member of all committees except the Nominations Committee. The Board may alter the membership and terms of reference of any committee except the Executive Committee.

6.03 Executive Committee

The Executive Committee shall be composed of the Chair, the Vice-Chair, the Secretary-Treasurer, one (1) Council Director and one (1) Arts Community Director elected by the Board.

The Executive Committee shall, among other things, from time to time review the financial position of the Corporation and make recommendations to the Board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments and the preparation of an annual budget.

6.04 Nominations Committee

The Nominations Committee shall be elected by the Executive Committee and shall be composed of not less than two (2) nor more than five (5) Directors who are not standing for re-election. In lieu of Directors the Executive may appoint a maximum of three (3) persons from the community at large. The Nominations Committee shall assist the Board with the election of Directors as set forth in Section 9.06 hereof.

6.05 Terms of Reference

Standing committees other than the Executive Committee and the Nominations Committee shall be guided by the terms of reference for such committee as set out in Board resolutions adopted from time to time.

6.06 Committee Terms

Appointment to a standing committee shall be until the first Board meeting following the next Annual Meeting.

6.07 Quorum

The quorum for the Executive Committee, the Nominations Committee and all other standing committees of the Board is three (3) committee members unless otherwise specified in the terms of reference for such other standing committee.

To be replaced by:

Part 6- Committees of the Board

6.01 Committees

In addition to such special or ad hoc committees and chairpersons therefore as the Board may decide from time to time, the following standing committees of the Board are established and shall be respectively chaired as follows:

Committee	***Chairperson***
(a)Audit	*As appointed by the Board*
(b)Nominations	*As appointed by the Board*

6.02 Appointment of Committee Members

At the first meeting of the Board following each Annual Meeting, or so soon thereafter as possible, the Board shall appoint Directors to committees. The Chair may, at his or her sole discretion, be a member of all committees except the Nominations Committee. The Board may alter the membership and terms of reference of any committee.

6.07 Standing Committees

Audit Committee

The Audit Committee shall be composed of no fewer than three (3) nor more than five (5) Directors as appointed by the Board.

The Audit Committee shall, among other things, from time to time review the financial position of the Corporation and make recommendations to the Board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments.

Nominations Committee
The Nominations Committee shall be appointed by the Board and shall be composed of no fewer than three (3) or more than five (5) Directors who are not standing for re-election. In lieu of Directors the Board may appoint a maximum of three (3) persons from the community at large. The Nominations Committee shall assist the Board with the election of Directors as set forth in Section 9.06 hereof.

6.08 Executive Committee
The Board may at its sole discretion elect an Executive Committee which shall be composed of such membership and have such duties as shall be determined by the Board from time to time.

6.05 Terms of Reference
Standing committees other than the Audit Committee and the Nominations Committee shall be guided by the terms of reference for such committee as set out in Board resolutions adopted from time to time.

6.06 Committee Terms
Appointment to a standing committee shall be until the first Board meeting following the next Annual Meeting.

6.07 Quorum
The quorum for the Audit Committee, the Nominations Committee and all other standing committees of the Board is three (3) committee members unless otherwise specified in the terms of reference for such other standing committee.

Seconded: N. Dudych

Motion carried.