
**Flying Arts Alliance Inc.
2018 ANNUAL GENERAL MEETING**

Judith Wright Centre of Contemporary Arts, 420 Brunswick Street, Fortitude Valley

Wednesday 18 April 2018 – 5.30pm

Minutes

MEETING OPENED: 5:35 PM

1. ACKNOWLEDGMENT OF ATTENDEES AND APOLOGIES

Present

John O'Toole (Chair)
Susan Ostling (Vice Chair)
Nicholas Gregory (Treasurer)
Gabriella Ritchie (Secretary)
Kasia Kondas
Sarah Barron
Kathy Schaefer
Margaret McLennan (arrived 5:39pm)
Abramo Papp (ordinary Member)

Apologies

Mary-Louise North
Rebecca Scollen
No apologies received from ordinary members

In attendance

Kerryanne Farrer (CEO)
Elizabeth Allen (minute taker)
Andy Stephanos (Finance Officer)

Proxies

Kirsty Veron, Robin Nason, Karen Midler, Michael Daly, Sarah Larson, Lily Karmatz, Casselle Mountford, Sandra Pearce, Mary-Louise North, Wendy Brooks, Nikki Accornero, Scott Maxwell, Bodhi Del Mar, Carol McCormack

2. ADOPTION OF MINUTES OF AND BUSINESS ARISING FROM 2017 AGM

Matters arising:

No matters arising

Motion:

That the minutes of the meeting of 2017 Annual General Meeting be confirmed and adopted, noting that no amendments are required.

Moved – Kasia Kondas
Seconded – Sarah Barron
Unanimously Carried

3. TO RECEIVE AND CONSIDER

Annual Report

- Draft report circulated to the Board members prior to the AGM

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- The Chair spoke to the draft Annual report to provide a quick summary of the substantive points
 - **Staffing changes**
 - it has been another successful year for the organisation
 - organisation went through substantial change within staffing and board
 - thanks to Kerryanne, Nick and Kasia for leading the restructure of the staff, which has been well-handled, particularly by the staff members. The aim of the changes was to ensure equity and transparency throughout the organisation, and to ensure that it remains self-sufficient and autonomous.
 - **Governance review**
 - The Board undertook an extensive governance review, led by Kathy Schaefer in response to the broader initiative by Arts Queensland to bring organisations in line with legislative change. With a grant from Arts Queensland, the Board sought an external review and advice from Positive Solutions.
 - The review was overall positive, with some key areas highlighted for the Board to work on. By the end of the current year, all of the action plan items from the review are well underway, with many in place and any outstanding matters to be ratified at the next Board meeting.
 - Three formal committees have been established – staffing committee, audit committee and fundraising committee.
 - **Finance**
 - 2017 was a financially significant year with a grant of a further three years extended funding from the Fairfax Family Foundation and the organisation retaining most of its other sponsorships.
 - There has been a big focus on loyalty and communication with sponsors, and discussions are underway with the University of Southern Queensland to re-sign 3 year agreement in 2018.
 - There was one minor disappointment – the organisation applied for the federal Creative Partnerships Australia grant which was not successful. It is notable to add that out of 50 grants; only 2 were from QLD and only 10 from states other than NSW and VIC.
 - One big financial focus has been developing a funding and development plan, which was initiated by the consultancy with Wendy Brooks. This led to the employment of a development officer and lead generator.
 - The organisation did move into deficit budget to support this investment and required access to its reserves (discussed further below under the financial report).
 - **Program and focus for 2018**
 - The Program was very successful with a broad mix of clients, attendees and participants, including artists, educators, schools, government, arts and non-arts community organisations. Attendees and participant feedback provided a 98% satisfaction rating.
 - This year will focus on an expanded reach and scope of the programs, including innovations in delivery of programs and strengthening of current networks.
 - In particular, the organisation will focus on expanding its reach and visibility into regional areas of Queensland. This includes involvement in two State government led initiatives to assist in broadening the organisations reach.
 - **Thanks to**
 - Board members and in particular the two retiring members, Nick Gregory and Rebecca Scollen

- Organisation staff and CEO
- All artists who deliver services to the organisation

Motion:

That the 2017 Annual Report be presented, received and considered, noting that there was no discussion on the matters raised by the Chair.

Received – Kathy Schaefer
Seconded – Abramo Papp
Unanimously Carried

Income and expenditure statements

- The income and expenditure reports were presented by the outgoing Treasurer, Nick Gregory, who offered congratulations to the staff, Board and organisation as a whole.
- The focus has been and will continue to be on membership and subscriber growth, and building social media connections.
- The FAA audited financials were circulated to the Board members before the AGM and have been signed off by Chair and Treasurer.
- **Financials**
 - The organisation operated at a deficit for 2017. However this is mainly due to a long-term investment that was made for the development officer role that was not budgeted for in the 2017 budget. If that expense had not been incurred, the organisation would have done better than break even.
 - Income received from membership continues to increase and is a big financial contributor to organisation however there are growth opportunities.
 - The Board continues to focus on maintaining a reserve of \$100,000, with the reserve currently at \$114,000.
 - Moving forward, ongoing maintenance will be the biggest challenge for the Board and organisation as a whole. If decisions are required, it is better to make those decisions sooner rather than later.
 - The Chair offered some commentary on the background to the decision to bring on the development officer. The Board was aware of the risk it posed to the organisation's budget; however it was made on the advice of the development committee, noting that the organisation needs to professionalise its fundraising initiatives. The current Board did not have the expertise required to raise the necessary sponsorships to meet ongoing productivity requirements.
- **2018 Budget**
 - It will be a deficit budget for the future year, which is achievable but the organisation's investments need to start paying off this year.
 - It was noted that Arts Queensland is requiring organisations to be more self-sufficient, to increase partnerships and collaborate to ensure continued support from them.
 - Therefore, the organisation will focus on diversification of income streams and future proofing, which includes growing the membership involvement and actioning the tactics recommended in the strategic fundraising plan that is now in place.

Motion:

That the 2017 Financial statements be presented, received and considered.

Moved – Sarah Barron
Seconded – Gabriella Ritchie
Unanimously Carried

Auditor's report

- Brian Tucker prepared the 2017 Auditor's report. It focused on the organisation's financial health. The auditor's report offered a different view on the reserves.
- The Audit committee has discussed and considered the report and while agreeing that the auditor's comments are valid, they may be slightly over-stating the risks. The comments in respect of the reserves and the inclusion of plant and equipment relate more to a fire sale view of assets. The plant and equipment does not form a significant part of the organisation's balance sheet (but is significant to the reserves).
- The Audit committee has agreed that a valuation of the artwork needs to be prepared for both insurance and reserve purposes, as it may provide a significant effect to the reserve bottom line.

Motion:

That the 2017 Audit Report be tabled and considered.

Moved – Nick Gregory
Seconded – Susan Ostling
Unanimously Carried

4. APPOINTMENT OF AUDITOR

Motion:

That Brian Tucker Accounting be nominated and appointed as the organisation's Auditor for 2018.

Moved – Kasia Kondas
Seconded – Nick Gregory
Unanimously Carried

5. TO ELECT OFFICE BEARERS AND OTHER MEMBERS OF THE BOARD

Acceptance of new members:

- Nominations were received and seconded for the following positions:
 - **Chair** - Professor John O'Toole
 - **Vice Chair** - Dr Susan Ostling
 - **Secretary** – Gabriella Ritchie
 - **Treasurer** – Andy Stephanos (whose CV was tabled and no objections were made)
 - **Board Members:**
 - Margaret McLennan
 - Kasia Kondas
 - Sarah Barron
 - Kathy Schaefer
 - Mary-Louise North
 - Wendy Brooks (whose CV was tabled and no objections made)
 - Michelle Tuahine (whose CV was tabled and no objections made)

Some comments on the new members: Wendy Brooks, Michelle Tuahine and Andy Stephanos

- Wendy Brooks brings considerable knowledge and fundraising experience to the Board
- Her appointment to the Board is in line with Positive Solutions' recommendations to ensure that the Board reflects a full skill set as a whole
- Michelle Tuahine's nomination to the Board at the meeting itself is made under clause 28.3 of the Articles of Association (noting that there was a vacancy on the Board)
- Margaret introduced Michelle to the Board and noted that she is from the Ghungaloo nations in central Queensland. Her background is in TV and Radio Journalism, and Indigenous Arts, and she also has a focus on regional and Indigenous engagement.
- Michelle will not take an active role until mid-2018 due to other current commitments.
- As Andy Stephanos will be transitioning from Finance Officer to Treasurer, the Board noted that it will need to consider a replacement contractor for bookkeeping.
- Finally, there is one possible vacancy on the Board remaining and the Chair is in talks with USQ for a suitable candidate.

Motion:

That all nominations be accepted.

Moved – Abramo Papp
Seconded – John O'Toole
Unanimously Carried

6. TO SET DOWN DATE FOR THE NEXT ANNUAL GENERAL MEETING

Thursday 11 April 2019

Meeting closed 6:42pm.