

Editors' Association of Canada/ Association canadienne des réviseurs

Minutes of 2015 Annual General Meeting

**Metro Toronto Convention Centre, Room 201
255 Front Street West, Toronto, Ontario
Saturday, June 13, 2015**

Presentation of Certificates for Proofreading and Structural Editing

Presentation of President's Awards for Volunteer Service and the Lee d'Anjou Volunteer of the Year Award

Introduction of Patrick Banville and thanks to Carolyn Burke

1. Call to order

The annual general meeting of members of the Editors' Association of Canada was called to order by the president, Moira White, at 3.47pm EDT.

2. Approval of agenda

MOTION by John Eerkes-Medrano, seconded by Randee Holmes, that the agenda be approved.

CARRIED with one opposed and two abstentions.

3. Approval of 2014 AGM (Annual General Meeting) minutes

MOTION by Nancy Foran, seconded by Bev Ensom, that the 2014 AGM minutes be approved.

CARRIED.

4. Approval of the Annual Report

Moira White explained that the report is still not ready. It is not a legal requirement to have it ready for the AGM, though it is understood to be an important item for members. The NEC (national executive council) plan to have it ready within the next month—it will be posted on the website; members will be notified when it is there; a forum for comments will be provided; some method of allowing the membership to accept the report will then be provided (it does not need approval, just acceptance).

Discussion from the floor

Nancy Foran went to read the Annual Report, found the item 'Approval of the Annual Report' on the agenda, but couldn't find the report on the website. While understanding that the organization depends on volunteers and that the report was unable to be done, she asked for better communication so that members know what is happening.

Moira White responded, acknowledging and agreeing with the request for better communication, and explained that it had been hoped that the report would be available before the AGM.

MOTION by Moira Dunphy, seconded by Elizabeth d'Anjou, that the membership of Editors Canada accepts the one-month delay for the Annual Report, understands that the report will be posted on the website, and asks for an opportunity at that time to comment on the report and accept it.

Further discussion was held on the length and translation of the report.

CARRIED, with three opposed and three abstentions.

5. Approval of auditors' report

The financial reports were posted on time in both official languages; this is a legal requirement.

MOTION by David Johansen, seconded by Tom Vradenburg, that the auditors' report for the financial year ending December 31, 2014, be accepted.

Discussion from the floor

Ruth Chernia wondered why the net assets (on the balance sheet) dropped by half.

David Johansen explained that there was a significant shortfall in revenues from both conference and membership, and the association had to dip into reserves. Some austerity measures have been taken, including cancelling the face-to-face NEC meeting in March. The NEC is now looking to increase revenues through both membership and conference and hoping to gradually reinstate the reserves.

Nancy Foran asked about making the conferences sustainable, and Greg Ioannou explained that the conference (2014) had made money, just not as much as was budgeted for. He also mentioned that the NEC would be examining conference finances.

Moira White explained some of the challenges from the year that had financial impact on the association, including the rebranding rollout.

Mary Anne Carswell asked about the current number of members and whether it is down from past years. Greg Ioannou stated that the current level is roughly

1340, down from 1500. Mary Anne Carswell stated that at the time she was on the NEC, the membership was at about 1800. Moira White addressed this issue by suggesting that the average age of the member is increasing (and members are retiring) and free communication is available via social media (association needs to offer more and to develop a new marketing campaign).

Ruth Wilson suggested that the motion on the floor is simply about the auditors' report and that while this discussion is important, it should perhaps happen elsewhere.

CARRIED.

6. Appointment of auditor for 2015–2016

MOTION by David Johansen, seconded by Greg Ioannou, that Marinucci and Company be approved as the auditors for the coming year.

CARRIED.

7. Special resolution of members to ratify the 2014 bylaw changes connected with continuance under the *Canada Not-for-profit Corporations Act*

WHEREAS the Corporation was continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act effective August 22, 2014;

NOW THEREFORE be it Resolved as a Special Resolution that

the new General Operating Bylaw No.1, which was approved by special resolution of the members on June 7, 2014, to be effective as of the date of the continuance of the Corporation under the NFP Act be and the same is hereby approved, ratified and confirmed as of the Corporation's date of continuance;

the repeal of the prior general operating bylaw of the Corporation effective on the date that the Corporation continued under the NFP Act be and the same is hereby approved, ratified and confirmed;

any officer or director of the Corporation is hereby authorized and directed to file a copy of the new general operating bylaw with Corporations Canada and to do all other acts and things as may be necessary or desirable to complete the continuance.

MOTION by Michelle Boulton, seconded by Mona Albano, that the Special Resolution be approved.

Discussion from the floor

Carolyn Brown asked about the purpose of this resolution, given the changes that were voted in last year. Moira White explained that the vote last year took it

to the date of August 22, 2014; another vote is required at the first AGM after that. Lynne Massey added that it was a “tying up of loose ends” that the lawyer recommended.

CARRIED unanimously.

8. Motions from the floor

MOTION by Greg Ioannou, seconded by Lee d’Anjou, that the criteria for emeritus status be changed from ten consecutive years of membership in the association to any ten years of membership in the association.

Discussion from the floor

Greg Ioannou explained that this motion was voted on at a NEC meeting, but it needs to be voted on at an AGM.

Anne Brennan wondered about the other criteria needed for emeritus status.

Louise Saint-André asked whether this change was retroactive.

Carolyn Burke explained that in the past, when there has been an exception requested, the office removes identification, and passes it to the NEC to make the decision. In general, the exceptions have been approved.

Tom Vradenburg mentioned that the membership status does not automatically change; you can continue to be a regular member if you want.

Moira White explained that the membership status change may happen, if requested, at the next renewal date of membership and you must show identification.

CARRIED.

9. Elections

The nominating committee has prepared a slate of members in good standing who are prepared to run for the executive next year. This is different from past years where specific positions were recruited for. The *Canada Not-for-profit Corporations Act* changed that. A slate of members is elected, and they then get together and decide among themselves who will serve in which portfolio. Each executive member must stand for either a one-year or a two-year term.

Moira White called three times for other nominations from the floor. There were no other nominations. The slate of directors nominated by the committee was as follows:

Anne Louise Mahoney
Breanne MacDonald
David Johansen

donalee Moulton
Elizabeth d'Anjou
Emily Staniland
Gael Spivak
Greg Ioannou
Margaret Shaw
Marie-Christine Payette
Michelle van der Merwe
Patricia MacDonald
Stacey Atkinson

Moira White declared this slate acclaimed.

10. Other business

MOTION by Ruth Chernia, seconded by Tom Vradenburg, that extreme thanks be offered to Moira White for stepping up helping the association by becoming interim president in November.

CARRIED.

- i) Frances Peck wondered if members are coming onto the NEC with positions in mind, and whether the general membership is allowed to know who is filling what position. Greg Ioannou explained that positions are tentatively filled in the following manner, though there may still be some movement:

Anne Louise Mahoney, President
Breanne MacDonald, Secretary
David Johansen, Treasurer
donalee Moulton, Publications
Elizabeth d'Anjou, Standards and Certification
Emily Staniland [will go where needed]
Gael Spivak, Training and Development
Greg Ioannou, Past President
Margaret Shaw, Western Representative
Marie-Christine Payette, Francophone Affairs
Michelle van der Merwe, Communications
Patricia MacDonald, Volunteer Relations
Stacey Atkinson, Eastern Representative

- ii) Krysia Lear asked whether, since the Annual Report was not published in time for the meeting, the membership could ask questions about what is going on in the association. Carolyn Brown mentioned that some of the questions after the motion to accept the auditor's report arose for just such a reason. Moira White agreed.

Janet MacMillan appreciated the hard work that the NEC has done in the past year. She asked the incoming executive to keep the membership informed in a transparent manner.

- iii) Krysia Lear had two questions: When do we get a new website and what can the membership expect from the new rollout? And, what is happening with the proficiency test?

Moira White answered the question about the website and rebranding rollout. The rollout is scheduled to begin as of July 1, 2015. We have a Rebranding Rollout Task Force now—if anyone would like to join, they are welcome. The association lost the website developer through the delays in the rollout last year. The website uses Drupal 7, and the association needed to find another programmer. It is in the works, but a definitive date cannot be given. The new website will be truly bilingual and much more interactive.

The French certification, which is French proficiency testing, begins in the fall. Applause was given for Sandra Gravel and her small team who have done the impossible in a short period of time. Two French proficiency tests, one of which starts this October and one the year afterwards, will be done on computers in a lab at the university in Quebec City.

Anne Brennan, co-chair of the Certification Steering Committee, addressed the questions about the English online and proficiency tests. The committee asked the membership whether they want a proficiency test in addition to the current test for excellence. The membership responded positively to the idea. There is now a committee working on generating the steps needed to produce a proficiency test. The main priority, though, is still the certification tests. The committee is also working on getting the tests on computer, and the first pilot will be this fall. Members of the certification committee are available to come to meetings of branches and twigs to give more information.

Sandra Gravel explained that the proficiency testing in French on a computer is able to go ahead because they have access to the program at Laval. There will be two tests, one general one for editing, and one for concordance editing. The French market is different and much smaller; providing access to an Editors Canada qualification in French will help editors who work in French.

Lee d'Anjou wondered whether francophones outside of Quebec will be able to write this test, in Ontario or Manitoba, for example. Sandra Gravel explained that the first test would be tried out on the local market, in Quebec City.

Elizabeth d'Anjou wondered whether the French proficiency test and the certification test (in English) are based on the professional editorial standards

agreed upon by the association. Both Anne Brennan and Sandra Gravel answered that the tests are based on the standards.

- iv) Sue Archer is concerned that the association needs more volunteers and that the members who do volunteer may be overworked. She notes that communication could be improved: what skills are needed and what the time commitments are. Moira White agreed, and suggested that this is the reason that task forces have been implemented rather than using committees to get specific tasks accomplished. Ruth Chernia wondered if there are volunteer job descriptions. Moira White affirmed that there are; Emily Staniland expanded on this and explained that the new website would have a volunteer directory to match volunteers with specific amounts of time and skills to committees looking for volunteers.

Carolyn Brown wondered what measures are being thought of to get more members on board. Moira White suggested that the new executive will be thinking about this and may use the launch of the new website as a vehicle. Claire Wilkshire mentioned that her role in the organization is to use social media to ask for volunteers for specific tasks, so people should contact her if needed.

- v) Anne Louise Mahoney thanked three members who are leaving the NEC for their time and energy: Michelle Boulton, Barbara Dylla, and Lesley Cameron.

11. Adjournment

MOTION by Lee d'Anjou, seconded by Greg Ioannou, that the Annual General Meeting be adjourned at 4:57pm.

CARRIED.