



**OTTAWA JAZZ FESTIVAL
Annual General Meeting 2023**

DATE: Thursday, November 23, 2023

TIME: 6:00 PM

PLACE: Zoom Teleconference

<https://us02web.zoom.us/j/87164024433>



AGENDA

1. Welcome & Introduction – Adam Douglas – President
2. Announcement of Quorum
3. Approval of the Agenda
4. Approval of Minutes from previous AGM on Nov. 23, 2022
5. Treasurer's Report – Tim Wong
Guest: an auditor representative from McCay Duff LLP
Motion: to appoint McCay Duff LLP as the official auditors for the 2024 festival
moved by: Tim Wong
6. President's Report – Adam Douglas
7. Executive Producer's Report – Catherine O'Grady
8. Programming Report – Petr Cancura
9. Nominating Committee Report – Richard Goldstein
10. Revised by-laws | members to approve – Ben Laserson
11. Election of Directors
12. Video Presentation
13. Other Business
14. Adjournment



**OTTAWA JAZZ FESTIVAL INC.
2022 ANNUAL GENERAL MEETING
November 23, 2022**

ZOOM CONFERENCE

Meeting was called to order at 6:07PM

Board members attending:

Adam Douglas, Yves Menard, Keith Gallop, John Cvetan, Debbie Ferrigan, Mark Dregas, Mark Fried, Jacquie Dixon, Poppy Vineberg, Ben Laserson, Doug Fischer (ex officio), Catherine O'Grady (ex officio), Jean Vanderzon (Tim Wong, regrets)

Special guest from auditors McCay Duff

Recording secretary: Catherine O'Grady

1. Welcome and Introduction

Welcome messages from Adam Douglas and Catherine O'Grady

2. Announcement of Quorum

Call for quorum – yes we have quorum

3. Approval of the agenda

Motion to approve the agenda:

Adam Douglas

Seconded by Debbie Ferrigan

All in favour

4. Minutes from the AGM for 2021

Motion to approve:

Jean Vanderzon

Seconded by Mark Dregas

All in favour

5. Treasurer's Report

Debbie Ferrigan, in place of Tim Wong, presented the highlights of the financial statements. Mario Navas from the auditor was there to provide any context and answer any questions there might be about the audit.

It was agreed that the Ottawa Jazz Festival members authorize the Board of Directors to engage McCay Duff as 2023 auditors for the festival.



Motion to approve:
Debbie Ferrigan
Seconded by Brian Wollenschlager
All in Favour

6. President's Report – Adam Douglas

Adam spoke to his comments found in the AGM materials circulated.

7. Executive Producer's Report – Catherine O'Grady

Catherine spoke to her comments found in the AGM materials circulated.

8. Programming Report – Petr Cancura

Petr spoke to his comments found in the AGM materials circulated.

9. Nominating Committee Report

Adam Douglas, Yves Menard, Tim Wong, Keith Gallop, Jacquie Dixon and Mark Dregas will remain on the board.

Two other directors, Mark Fried and Ben Laserson, are standing for re-election to the board for a second consecutive two-year term. Additionally, Ian Burgess, Jaspreet Kalra and Richard Goldstein are nominated to serve their first two-year term as directors to replace the three departing directors.

Overall, then, the slate of directors for election at this AGM is: Ian Burgess, Jaspreet Kalra, Richard Goldstein, Mark Fried and Ben Laserson. These five are proposed for acclamation to the Board of Directors. Along with the six continuing directors, their appointment will give the board its full complement of eleven directors.

New board members being nominated:

Richard Goldstein

Ian Burgess

Jaspreet Kalra

3 outgoing members:

Poppy Vineberg

Jean Vanderzon

Debbie Ferrigan

Second year of 2nd consecutive term

Doug Fischer

Mark Dregas

Second year of 1st term

Jacquie Dixon

Adam Douglas



Yves Menard

Election of Directors

Acclamation of 5 nominated directors:

Motion to approve: John Cvetan

Seconded by: Debbie Ferrigan

2022/23 Board of Directors are:

Ben Laserson

Mark Fried

John Cvetan (ex officio)

Mark Dregas

Jacque Dixon

Adam Douglas

Yves Menard

Ian Burgess

Jaspreet Kalra

Richard Goldstein

Keith Gallop

Catherine O'Grady (ex officio)

11. Other Business

There is no new business

12. Adjournment

Motion to adjourn:

Gavin McLintock

Seconded by Mark Dregas

All in favour

Meeting was adjourned at 7PM

Minutes recorded by Catherine O'Grady, Executive Producer



2023 Treasurer's Report

This is the second year that the Ottawa Jazz Festival reopened its door for in-person attendance after the pandemic. We are seeing improved financial performance in multiple fronts.

Financial results for 2023 and the previous four years are detailed in Appendix A.

Key highlights:

2023 vs 2022	Change %	Change \$
Ticket and concession sale	37.25%	327,555
Production cost	-12.80%	(141,736)
Programming cost	-17.83%	(204,709)
Grant and Sponsorship	-21.33%	(401,102)

Revenue is up. Many jazz fans and festival goers continued to transition back into normal, this had boosted ticket and concession revenue to return to pre-pandemic level. Despite the interruptions caused by the Quebec wildfire, which brought a couple of "smokey days" into the middle of the festival, attendance has improved noticeably.

Cost is down. After a 23% surge in 2022, production and programming cost appeared to be levelling-off, and brought in some efficiency in the overall operation. Not to be mistaken, the cost to run the festival is still very high, and the inflation will continue to add upward pressure to it. Management has gained experience operating in a post-pandemic world, and will manage cost accordingly.

On the negative side, government grant and sponsorship are also down. The TD Title Sponsorship and the government COVID-relieve subsidy both ended last year, created an immediate need to find alternate financial resources to fund and deliver a quality jazz festival.

The festival continues to maintain healthy cash-on-hand and surplus capital, which put itself in a stable financial position to mitigate risk, and navigate the socio-economic challenges going into next fiscal year.

I would like to commend the festival's staff for diligently managed/deployed resources to deliver another successful jazz festival to Ottawa.

The Finance Committee for 2022/2023 comprised of five board members, Jaspreet Harit, Ian Burgess, Richard Goldstein, Yves Menard and Tim Wong. Special thanks to Debbie Ferrigan, the ex-Treasurer of the festival and special advisor to the Finance Committee.

Please feel free to contact me or anyone on the Finance Committee should you have any questions.

Tim Wong, Treasurer



Appendix A - Statement of Operations for the year ended August 31, 2023

Revenues					
	2023	2022	2021	2020	2019
Box Office					
Winter Season	48,755	3,985	48,730	74,094	79,949
Festival	1,020,293	752,675	-	-	877,839
Total Box Office	1,069,048	756,660	48,730	74,094	957,788
Grants	1,295,194	1,518,619	807,109	533,605	995,664
Emergency Wage and Rent Subsidy	-	83,630	422,007	174,499	
Corporate Sponsorship	184,018	361,695	326,268	301,201	446,214
Concessions	137,777	122,610	2,841	1,588	172,619
Donations	40,689	32,413	30,858	24,163	40,683
Other	51,760	45,838	5,020	3,085	136,822
Fundraising	44,715	-	-	-	-
Souvenirs	41,120	-	-	-	12,695
Other Revenue subtotal	1,795,273	2,164,805	1,594,103	1,038,141	1,804,697
Sponsor Donated Services	528,021	529,045	110,561	190,480	646,917
Total Revenues	\$ 3,392,342	\$ 3,450,510	\$ 1,753,394	\$ 1,302,715	\$ 3,409,402
Expenses					
Beer, Wine & Concessions	81,192	20,848	-	-	62,318
Souvenirs	47,041	31,748	6,588	-	17,523
Facilities & Equipment (Production)	751,417	860,827	156,421	98,893	609,941
Programming	943,228	1,147,937	209,122	101,502	998,244
Promotion	85,985	193,948	84,018	34,872	146,804
Office, Occupancy & Prof. Fees	255,882	171,996	102,055	119,522	181,955
Wages & Contract Services	619,717	843,425	736,870	560,851	538,783
Bad Debt	4,097	-	750	-	17,267
Fundraising	17,118				
Miscellaneous	121,962	79,461	36,444	55,727	173,733
Expenses subtotal	2,927,639	3,350,190	1,332,268	971,367	2,746,568
Sponsor Donated Services	528,021	529,045	110,561	190,480	647,016
Total Expenses	\$ 3,455,660	\$ 3,879,235	\$ 1,442,829	\$ 1,161,847	\$ 3,393,584
Income (loss) from operations	\$ (63,318)	\$ (428,725)	\$ 310,565	\$ 140,868	\$ 15,818



2023 President's Report – Ottawa Jazz Festival Board

Hello and welcome!

This year's festival marked the 43rd anniversary of the Ottawa Jazz Festival. What an incredible feat. For 43 years the festival has been giving to Ottawa the best in Jazz the world has to offer. And this year's line-up was no exception – Herbie Hancock, Buddy Guy, Lord Huron, Melody Gardot, Snarky Puppy, and Laufey, just to name a few. The festival did not disappoint. The music, grounds and crowds were all amazing. It was wonderful to, on opening night, look across the crowd and see visibly just how rich it is for us to all be together in one place enjoying live music.

It was a testament to the work that we do. A huge debt is owed to Catherine not only for the success of this year's festival, but also for her 28 years of leadership. Catherine's retirement at the end of this year leaves an impressive legacy to be proud of. Her vision and contribution have been nothing short of remarkable. She has welcomed hundreds of thousands of music lovers to listen to thousands of jazz luminaries and creative new music initiatives along the way. Her efforts have inspired many and our City has and will continue to benefit from her legacy. We wish Catherine the very best in her well-deserved retirement.

It has been a busy year for the Board of Directors finding someone with sufficient talent to carry the legacy of the festival onto its next iteration. I am delighted to let you know that, after a nation-wide search, we have indeed found that person. Jody Larose emerged as the clear choice to lead the organization into a future of advancement and growth. Her track record of successful leadership, combined with her deep cultural sector knowledge and commitment to excellence, makes her the ideal candidate to drive the festival forward. We are confident that, under her stewardship, the organization will thrive and continue to play a crucial role in supporting jazz-centred artists from the National Capital Region, Ontario, and across Canada and beyond. Welcome Jody!

I would also like to recognize the loyal and hardworking army of volunteers who remain the lifeblood of the festival. Quite frankly, the festival does not happen without them. Their tireless energy, commitment and generosity make the festival what it is. Thank you!

A debt is also owed to the festival's Board of Directors who work hard throughout the year, staying focused on the festival's vision – for the short and long term – and providing advice and support to Catherine and her team throughout the year.

On a personal note, I will be ending my two years as President with this meeting. I could not be prouder of the performance of Catherine and her team during this time and of the tireless work of the Board of Directors. They have all kept the festival engaged and relevant for audiences and musicians, and continue to approach their work with a renewed sense of creative vigour and excitement.

Festival planning for 2024 is already well underway. I could not be prouder of everyone who contributes to the ongoing work of the festival, making it one of Ottawa's finest. Thanks to all for your ongoing support.

Adam Douglas, President, November 23, 2023



2023 Executive Producer's Report

The 2023 festival was both ambitious and challenging. After a lack lustre performance for Jazz 2022 (coming off of Covid as we did) we were determined to drive success for 2023! With a supportive and dedicated staff, a willing-to-engage and energetic board of directors, and our superb volunteer base, I am happy to report that 2023 was a success.

We are still recording a deficit for the year end (Aug 31) but the loss is manageable. The major cost over-runs were in operations – the same challenges we faced in 2022 – suppliers and vendors just unwilling to understanding the cost ecology of the not for profit festival sector as opposed to commercial operations.

The great achievement of 2023 was to almost reach our pre-COVID earned ticket revenue goals! Given the lack-lustre performance of 2022, we were delighted to see audiences returning to share, with the community of music lovers, some truly extraordinary experiences like Buddy Guy, Herbie Hancock, Feist, John Scofield to name a few. You will remember that we had to withstand some evenings of a smoke filled park (due to nearby forest fires) and the rain for the Melody Gardot concert. However, like the wonderful jazz audience that you are, no amount of outside inclemency could keep you from the Park.

I would like to acknowledge the hard work and leadership of John Cvetan, our volunteer coordinator for the last 15 years (28 years with the festival as a volunteer). I've never met anyone quite like John who, in addition to his duties as co-ordinator, also put in 14 hour days getting the park ready for us to host hundreds of musicians, and tens of thousands of audience members. I will always be grateful and proud to have had the honour of working with John for the last 28 years.

Let the record reflect my deep and abiding gratitude to all the volunteer co-ordinators for the extra time and effort they contribute to the festival annually. Their jobs begin far in advance of the festival itself with some recruiting, communicating with returning volunteers, assessing the capacity of existing volunteers to undertake the jobs of running the festival. State, Site, OLG Stage & crew, the Operations, logistics, and site co-ordinators; The beer crew headed by Clark Edissi, the NAC crews, the VIP folks and all the pass checkers, ticket scanners, park cleaner uppers and absolutely everyone involved with the safe and successful operation of our event- you have my undying gratitude.

Despite some nasty weather turns, in truth there were lovely and memorable moments too! You volunteers made the entire festival a wonderful experience despite all the setbacks and hardships that are present at every festival. It is the hallmark of this festival that we all – staff and volunteers – can pivot to embrace any and all potential (and real) problems and catastrophes.

The staff of this festival are the most impressive group of talented people I've ever worked with. Their dedication to success, despite the long hours, uncomfortable steel boxes in which to work, and lack of good nutrition for many days on end, make me feel a great appreciation for their sacrifice. There is no question that we are a family and as such support one another, respect one another, and care deeply for each other. This extraordinary team does everything and anything necessary, beyond expectations, to get the job done. And what is the job we



do? I think it's fairly straight-forward: to provide great music, in a beautiful setting, to people who richly deserve the experience of musical minds and creative hearts at the top of their game. We exist to offer access to all levels of talent and treat all talent with respect and gratitude.

I think our staff are simply beyond compare and I will miss working alongside them every day.

I have to cite the great achievements of the board of directors this year who were tasked beyond the ordinary duties and responsibilities of directors. They re-wrote the by-laws (as mandated by the Province of Ontario); they selected my replacement; they ran the first ever Jazz Fest Golf Classic, contributed enormously to the success of our Benefit concert/auction, and still had time to meet, discuss, and bring their impressive sets of expertise to the table. I am grateful to one and all.

And, a special thank you to Adam Douglas who has been the President of the Board for the last two years. His time, leadership, and diplomacy have been central to the festival's success this year and we're very grateful to him.

As most of you know, I'm retiring from the festival after 28 years as this ship's captain. I think we've had a pretty good run to be honest. We've faced and weathered some great hardships and enjoyed so many moments of the greatest joy. And of course, we all have our stories which are for sharing at the pub some stormy night!

We are a wonderful festival. We've stayed true to our mandate of presenting jazz – old and new – and offering a platform for the vision and genius of so many artists who have played here over the years. I'm proud that we resisted the temptation to "go commercial" as that's where the money is – even though we have had to program popular work from time to time to survive. I hope you will keep the work true to your heart and never waver in your commitment to excellence in all things and especially in the musical company you keep.

I'm so proud to have served you all these years. I will miss you more than you know.

Be well; be kind; and free the jazz!

Catherine O'Grady

1996 to 2024



2023 Programming Report

2023 was an exemplary year from the programming perspective and one very much needed after the pandemic. Our focus was to put together an engaging program that features and highlights the local community, Canadian artists, international artists and important music that is making waves.

Our Winter Jazz Festival was held from Feb. 3 - 4 at Arts Court with shows over two days at Arts Court Theatre, ODD Box, Club Saw and Alma Duncan Theater as well as a special show at Montgomery Scotch Lounge. Highlights included Kenny Barron, Thus Owls, Felicity Williams, Sarra Neufeld, OKAN as well as a series of NFB Jazz & Music related films. Arts Court provides a nice refuge to wander indoors through different venues in the middle of the winter and provides a great opportunity during a quiet cultural time. Winter Jazz included a third day on March 10 with the Bill Frisell Trio with Tony Scherr and Kenny Wollesen at the Bronson Centre.

The summer edition of the Ottawa Jazz Festival had very strong attendance with many highlights. A new series this year was the Homegrown Series, which ran a week leading up to the festival and featured local musicians in local venues that present music on a regular basis. These local venues included Steinway Gallery, Irene's Pub, LIVE! On Elgin, Art House Cafe, Minotaure, Red Bird, Spark Beer and Montgomery Scotch Lounge. Having this series in the week leading up to the festival puts a spotlight on the local scene before all the visiting artists arrive for the week of the official festival.

The 2023 summer Ottawa Jazz Festival was also the first time we presented many overseas artists since the pandemic including Korea's ADG7, Cuba's Cimafunk, Leon Phal's group and Vincent Peirani from France amongst others. Our main stage had a strong mix of jazz, legacy and alternative programming ranging from Buddy Guy and Herbie Hancock, Brad Mehldau and Snarky Puppy, to Feist and Lord Huron. The NAC's Fourth Stage was the place to be for more adventurous programming with a stellar line up of Zoh Amba, Kenny Werner with Gregoire Maret, Ostara Project, Sam Gendel, Mark Guilliana to name but a few. Fans of the Azrieli Studio at the NAC got to enjoy John Scofield, Laufey, Gretchen Parlato with Lionel Loueke, Arooj Aftab with Vijay Iyer as well as Colin Stetson. Our OLG After Dark Series also hosted packed audiences for a diverse program ranging from Teke::Teke to Pedrito Martinez, Kokoroko and the original Sun Ra Arkestra.

Every year of course brings challenges, and some are beyond our control such as the smoke blanketing Ottawa during the wildfires in the middle of our festival. We worked with artists, staff and volunteers to carry on with the music for the diehard audiences. Another challenge was not having access throughout the whole festival to the beloved Azrieli Studio, which meant for the first half of the festival some of these shows were sold out at the Fourth Stage. We have worked this out with the NAC to ensure we have access to all these stages for the upcoming festival.

A little behind the scenes is our Jazz Youth Summit, which was directed this year by Mike Tremblay and consisted of nine young musicians (originally) from Ottawa who rehearsed at Carleton University on a daily basis. We organized masterclasses for this group every day with Kenny Werner, Matt Stevesn, Walter Smith Jr. Ostara Project and Petr Cancura. On the last day of the festival, the group performed on the main stage opening for Herbie Hancock, received



scholarships and got a chance to meet and talk to Herbie Hancock. All in all a life changing experience for these young musicians

We are currently busy working on the next edition to bring you the best possible festival experience.

Lastly a mention to the unwavering support of our volunteers without whom the festival would not exist. The love for the music and for the community continues to inspire us each and every year to put together the best festival we possibly can.

See you next year!

Petr Cancura
Program Director
October 2023

REPORT OF THE NOMINATING COMMITTEE 2023

The Ottawa Jazz Festival Board of Directors will be made up of thirteen voting Directors. This recent change from eleven voting Directors in years past is a result of a recent review of, and an amendment to, the Festival's bylaws.

Directors are elected for two-year terms and may serve for three consecutive terms. They may return to stand for election after one or more years off the Board.

Along with the two additional Directors required under the new bylaw, two additional Directors will be necessary:

- One to replace outgoing Director Mark Dregas. Mark was a fixture with the Festival for years and contributed in so many ways. We thank Mark for his service and his dedication to the Festival.
- One to replace Adam Douglas who after completing his term as President will become a non-voting member of the Board. We thank Adam for his service as President to the Board, and the Festival, and recognize his substantial contributions to the Board, the Festival and the community at large.

Please join us in thanking Mark and Adam for their hard work, dedication and outstanding contributions to the success of the Festival.

At present, the Nominating Committee is reviewing a number of potential Board members and intends to provide their recommendations to fill these four vacancies prior to the New Year.

Currently, four Directors are standing for re-election to the board. Keith Gallop and Tim Wong are standing for re-election for a second consecutive two-year term, and Jacqui Dixon and Yves Menard are standing for re-election for a third consecutive 2-year term.

The remaining members of the Board are Mark Fried and Ben Laserson, both entering the second year of their second term, and Jaspreet Kalra, Ian Burgess and Richard Goldstein who are entering the second year of their first term. These five are proposed for acclamation to the Board of Directors and along with the four continuing Directors, their appointment will give the Board a complement of nine Directors until the four additional Directors are elected.

Nominating Committee November 23, 2023



2023 By-Law Revisions

In order to comply with new guidelines from the Province of Ontario, we have changed our by-laws to reflect the new rules. These by-laws have been approved by the Board of Directors and are presented to you, the members, for your approval at the AGM.

By-Law Revisions Resulting from Compliance to Provincial Mandate

The Board of Directors has reviewed and approved revisions to the Ottawa Jazz Festival Corporation's By-laws in advance of the Province of Ontario's 2024 deadline for not-for-profit corporations' compliance. The Board of Directors is proposing to the Membership, revised By-laws for the Festival that comply with the Province of Ontario's [*Not-for-Profit Corporations Act, 2010*](#) (ONCA).

The ONCA provides Ontario not-for-profit corporations, including charitable corporations, with a modern legal framework to meet the needs of today's not-for-profit sector. It sets out how not-for-profit corporations are created, governed and dissolved. As of October 19, 2021, ONCA is in force. ONCA generally applies automatically to all Ontario not-for-profit corporations. Existing not-for-profit corporations previously governed under the *Corporations Act* will have a three-year transition from the date ONCA came into force to make any necessary changes to their incorporating and other documents to bring them into conformity with ONCA.

The revised By-laws include formatting and language updates to the Festival's existing By-laws in order to conform with the ONCA while retaining the intent and purpose of the Festival's existing By-laws. Therefore, to align with the legal requirements of the Province of Ontario's *Not-for-Profit Corporations Act, 2010* (ONCA) the Board of Directors seeks ratification by the Members of the revised By-laws.

Of note, the revised By-laws include updates and clarifications to provide additional clarity or to better reflect the Festival's governance context. These include the following specific items:

- s. 2.1 – Membership requirement: In addition to having participated in an event of the Festival, the Board must accept the membership by resolution. Accordingly, at the meeting before the AGM, the Board will have to pass a resolution accepting the membership list. This will allow the Board to assess members of good standing or consideration for cases of termination of membership.
- s.4.1 - Number of Directors: the Festival will be managed by a Board consisting of 13 Directors in order to broaden the Board's reach in the community, to add members with required skills such as fundraising and sponsorship abilities and to improve upon the Board's capacity to reflect the Festival's diverse membership and audience.
- s.4.7 - Number of years off Board: a minimum of a two (2) year break from the Board, following a Director's maximum consecutive terms, before a Member is eligible to stand again as a Director in order to ensure greater diversity in the Corporation's governance and oversight.



- s.9.1 e) - Officers may not need be Directors: the Festival have additional capacity to include qualified persons for specific roles and responsibilities outlined by the By-laws who may not necessarily want to be directors. This deviates from the existing By-laws as it removes the Secretary and Treasurer from having to be a Director.
- s.10.1 - Term of the President: We suggest that the President's term be limited to two (2) years, except if extended by a 2/3 vote of the Board. This will support greater continuity for executive leadership while still ensuring the opportunity to appoint new individuals to this Officer position.