

Langham Court Theatre
Minutes
Board Meeting February 17, 2021
7:00 PM

Present: Toshik Bukowiecki, Kathy Macovichuk, Rob Hurst, Mike Chadwick, Don Keith, Rosemary Jeffery

Guest: Sadie Fox, Kyle Kushnir

Meeting called to order 19:05 by Toshik Bukowiecki

1. Toshik started the meeting with an apology for the sudden adjournment of the last meeting and a caution to everyone attending to observe respectful communication. Rosemary expressed her appreciation of this acknowledgement.
2. Toshik welcomed Sade Fox and Kyle Kushnir to the meeting
3. Sadie began by asking how the HR Committee (HRC) might support the board in moving forward after the incident that closed the previous board meeting. What work can the HRC do? What direction can the board give the HRC in supporting the theatre?

Rob asked the HRC to do a full investigation into everything he presented in emails, which he sent to the board on January 3, 2021 and February 20, 2021. Toshik requested that the HRC review behaviour of participants in all Langham meetings, due to the complaints that he's received. He encouraged that all sides be heard.

Sadie invited the other board members to add their comments. John would like to see the HRC come to the board with their suggestions of how the HRC could support the board. Sadie mentioned that the HRC has come up with a couple of suggestions but communication with the board is necessary, with everyone agreeing on what the way forward will be. Rosemary stated that the HRC role should be impartial, supporting individuals and the organization, and not act as an ombudsperson. Mike would like the HRC to write down their concerns and present them to the board so they can be addressed.

At this point, Sadie made the suggestion that an outside mediator be brought in to help deal with some of these issues. Has the board already looked into who this might be? Toshik made the suggestion that Sadie come back at the next board meeting with mediator suggestions upon which the board can made a decision on direction.

A discussion ensued which centered around the comments and complaints that Rob had made in the aforementioned emails of January 3 and February 20. Topics also covered were miscommunications and dealings with the Transition Committee (TC).

Sadie asked if a budget for a mediator could be brought forward so that the HRC knows how much money can be spent. This will assist in the choice of mediators presented to the board.

Discussion returned to Rob's emails and the list of grievances he has with Langham and the board. Toshik proposed that Rob re-distribute the emails so that the board may go through the list at the next meeting, with either Sadie or a mediator being present. Rob stated that he didn't want the board to go on with the business of the theatre until his grievances and issues had been heard as he felt it would be counterproductive. Rosemary suggested that the board should have a special meeting to address these issues and have either Sadie or a mediator present to have a focused conversation.

The business of removing the Life Member photos came up and Toshik shared information given by Karrie Ayotte – Life Members are a member decision and out of the hands of the board. Toshik suggested that the board table this discussion until we can know fully how we can proceed. One suggestion was to poll the Life Members and/or the members of Langham.

In trying to close this section of the meeting, Toshik gave his support of a special meeting to give Rob the time and space he needed to discuss his concerns in a properly facilitated environment, so that we can solve the problems rather than complicate them. Toshik then asked the board to move ahead with the rest of the remaining items on the agenda.

Rob stated that he felt it would be hypocritical to go on with agenda when the board hasn't dealt with these issues, some of which are on the agenda, issues which are core to his value system, issues that make him not want to work with the board.

In trying to get back to the agenda, Toshik asked the board if they felt we could move onto the operating business items. Sadie thanked the board for including her in this respectful communication and spoke about compromise. She talked about the importance of holding the special board meeting to give the issues the time they deserve.

Rob stepped forward to again express his concern about moving the meeting forward because the issues in his emails haven't been addressed. He brought up his suggestion that Toshik resign as president. Rob didn't feel like moving ahead would be safe or productive because the issues that caused the previous meeting to end early hadn't been resolved. Toshik defended his

previous actions of calling Rob out of order with his behaviour and abruptly ending the last board meeting.

At this point, John called for a Vote of Confidence and asked how many of the board support Toshik in continuing his leadership on the board. Don, Kathy, John and Mike voted in favour; Rosemary abstained; Rob didn't indicate his vote as the question wasn't asked who was not in favour.

Rob responded with reasons why he has a hard time moving on. Previous comments made by the board members (Dumbo crows comment by John) made it hard for him to take them seriously; he refuses to collaborate.

Sadie interjected with a comment that it seemed we were going ahead with the issues discussion and gave us some advice on how to proceed in a respective manner (avoid he said/she said scenarios). Rosemary commented on her discomfort at the lack of comments from other board members. Don stepped forward with his comments of frustration with the lack of progress and worry about misunderstandings happening. He supports a mediated conversation to solve the issues but wondered if we could proceed with the agenda, eliminating any issues that Rob thought might be problematic. Rob felt this was impossible as it wasn't a specific thing but an overall problem. Kathy commented that she would be willing to wait for another meeting to deal with the board business.

Don Keith left the meeting at this time as he experienced a bad connection.

Toshik commented on the importance of conducting theatre business. He acknowledged the value in what was being said and felt, but the board still needs to run the organization. Toshik expressed concern about the operation of the theatre. Rob stated that he didn't feel safe if the board went ahead with business as usual.

At this point, Sadie confirmed that she intended to stay for the entire meeting.

John made a call to have the rest of the meeting In Camera as we were about to discuss the TC. Rosemary and Rob questioned the necessity of having In Camera occur. Toshik reminded the board that members can be in the meeting but not take part. Rob made the motion that the board continue their discussion without moving to In Camera status, with two members of the TC present for accountability and transparency's sake. Rosemary seconded it. Rob and Rosemary voted in favour; John and Mike voted not in favour; Kathy abstained; Toshik voted in favor to break the tie and reminded visiting TC members they are not a part of the discussion.

Toshik commented on how meetings have become a really uncomfortable

place. Board meetings are supposed to be about getting on with board business and we spend a lot of time being sidetracked by other issues. He made the suggestion that the board take a few weeks to step back and decompress from the stress.

Don rejoined the meeting. His internet connection had died but was restored.

Toshik asked if board members wanted to carry on with the meeting. Mike wanted to proceed. Kathy wanted to take a break and end the meeting. John asked if there was anything that needed to be addressed at this time. Rosemary said that even if we take a two-week break or a two-month break, this miscommunication needs to be addressed as it wasn't going away and its part of the theatre business. Rob stated that as long as Sadie and Kyle were there, he was fine with going ahead with outstanding business. It was determined that the board would carry on with the rest of the agenda.

4. The board completed review of TC report from last meeting. The TC had suggested that the Life Member photos be removed from the Lounge. Toshik suggested this be tabled until we have clarity as to what the board has the right to do.
5. Dissolution of TC. Toshik asked for someone to make the motion that the TC be dissolved.
MOVED : Mike Chawick Seconded: Don Keith

Discussion: Toshik stated that this committee was originally planned to be temporary. However, it's run its course and have given the board a great deal of input. Since Dawn Schell has resigned and there isn't a chair, now is the time to end. TC members are welcome to join other committees to continue their involvement with Langham.

Rob stated that TC members can still choose to meet and discuss theatre issues, and it's in the board's interest to be supportive of those ideas being generated. If a chair is needed, Rob is willing to take that role. Toshik felt that was a conflict-of-interest to have a board member in that position when originally it was meant to be an outside facilitator.

Toshik also felt that whatever was going with the TC wasn't providing assistance to the board. Rob and Rosemary mentioned that the original agreement with the TC was that it would be dissolved with mutual agreement with the board. Rosemary stated that she's learned a lot being on the committee and that the board should have made specific requests. She felt that dissolving the TC is a huge error of judgement.

Toshik felt the TC was originally an opportunity for everyone to weigh in, express themselves and be heard. The TC was to gather information from

various sources and input their findings, which they've done. However now, there are long discussions and disagreements between the TC and the board, and nothing is getting accomplished.

VOTE: In favour of dissolving the TC: Don Keith, Mike Chadwick, Kathy Macovichuk, John Crickman Against: Rosemary Jeffery, Rob Hurst
MOTION CARRIED: Majority of 4-2

Toshik will prepare a thank you letter to the TC and invite all members to join standing committees. Rob asked if issues that the TC were working on for the Community Engagement Committee (CEC) could be forwarded onto the CEC. The answer was only if it's a matter the CEC would deal with. John suggested that if there are projects that the TC were working on, they should be forwarded to the board and the board will decide to which committee these projects can be forwarded. Rosemary will provide Toshik with list of TC members.

Rob and Rosemary asked that the record show they were not in favour of this dissolution. Rob went on to say that there should be caution sending the letter out as it might be perceived as a dictatorial act and not favorably received by TC members. Rob advised that the letter be reviewed by board members before being sent out.

6. Treasurer's Report

- a. Langham received government interest-free loan for \$20,000 to be paid back by end of 2022. Mike proposes to put into GIC. Kathy asked if we could pull the funds out if we need them or are they locked in? Funds are available at any time.
- b. Ginny Carter left Langham a bequest of \$5,000. Mike will send a note to the family thanking them for their donations of time and money.
- c. VADA signed new rental contract (January -May 2021)
- d. Rosemary asked about the budget for the mediator, previous board set aside \$5,000 for this. Mike suggested that the HR gather some quotes and then the board will approve the costs.
- e. Mike reported on fund-raising opportunities. Application for BC Gaming Fund has been sent but we won't hear until August if it's approved. CRD has operating grants available and possible capital grants City of Victoria going to announce a Cultural Infrastructure Grant. Mike will attend their info meeting. Jan Streader has suggested crowd-funding possibility. Maybe appeal to members and ex-members for donations?

7. Correspondence – nothing to report at this time.
8. New Business
 - a. Recognition of the gardeners – Toshik suggested taken them out for lunch, John suggested pizza outside, Rosemary suggested a group pass or a tour of Butchart Gardens, Rob suggested the Butterfly Gardens or Skip the Dishes with some flowers. Mike set a budget of \$100 and will take care of it
 - b. Camera offer – Jason King has offered to use his own camera for live-streaming if Langham will pay for the connections and wiring (estimated \$1,000-\$2,000). Mike hopes the Victoria Cultural Infrastructure Grant will be the opportunity for funding this.

Rosemary temporary left the meeting as she had lost power and switched to her phone.

- c. Guns – Langham had a large collection of guns. A man with gun licence took most of the questionable guns to add to his (gave \$190 donation), and then will come back with estimates for the value of the remaining pieces. If Langham requires a gun in a play, this guy will rent them back to us. There are a number of knives in the Langham collection that Jean will look into getting rid of.
 - d. The board needs to find a replacement for the position of secretary. The board can appointment someone to fill in until the rest of the term. Check around to see if someone can be found who would be interested in doing the job.
9. Kyle Kushnir asked permission to address the board which was granted. He thanked the board for allowing him to attend the meeting, he found it was very beneficial. He felt we were basing our decision with the TC on incorrect information. He thanked Langham for 10 great years and this will be his last involvement with Langham. He will now be a vocal voice against the theatre from now on and will share that with everyone.

Adjournment @ 21:32

NEXT MEETING – TBD after facilitated mediation has occurred