

March 20, 2010

Summary of procedures and decisions pursued by the Board of TAFTA, The Australian Forum for Textile Arts Ltd. regarding TAFTA's developed assets – specifically as regards TAFTA's "Geelong FORUM". Summary prepared by TAFTA's CEO, Janet De Boer

**Transition papers 1 & 2 are available at the end of this document.

- This paper is a summary of procedures that followed the release of these transition papers. A reading of the Transition Papers 1 & 2 is helpful to the full understanding of this summary.
- The following email exchange took place in October 2009 between Janet De Boer, CEO of TAFTA, and Glenys Mann, coordinator of Fibres Geelong 2010, after circulation of Transition papers 1 & 2:

Oct. 22 2009

Glenys Mann asked for clarification, via Janet De Boer, CEO of TAFTA "as to whether the 2010 event in Geelong is the one and only that I will coordinate in the Spring time slot? It has never been elaborated on, but privately you did express that you more than likely will not be returning to run Geelong after 2010."

Oct. 22 2009

FROM JANET DE BOER:

"As regards your query, I am only authorized to deal with information that has been circulated to all. So I'll refer back to the second group bulletin, about Board Policy, where it was noted that: **The next meetings of the Board of TAFTA take place on 1st November, 2009 and on 13th December 2009**. Should the current Board of TAFTA feel they have confidence in formulating more policy, beyond 2010, there would still be time for this policy to be released in the February 2010 edition of Textile Fibre Forum magazine. A letter to all participants of the Geelong FORUM 2009 is being contemplated as well, but no contents have been discussed as yet.

"We are getting close to the meeting of November 1st and I can request that your concerns be placed on the agenda which I am sure they would be. For anything to be released in the February edition of Textile Fibre Forum magazine it would need to be determined by the Board meeting of December 13th, latest, as the February issue goes to bed before Christmas (which means it must by then be on its way to Hong Kong for printing). So the waiting period is not long, as I understand it.

"I know you respect the right of the Board to determine policy as it was so important to your own Presidency. They will certainly be working on it with all due speed. The meeting of November 1st makes a significant start."

Oct 23 2009

FROM GLENYS MANN

I will await the boards decision.

Meeting of the TAFTA Board, November 1, 2009

Geelong after 2010

- The wording for an insert to be sent out to Australian subscriber/members via the mailing of issue #96 (Nov 2009 issue) was discussed and finalized.
- Regarding the idea of licensing a group or individual to operate a FORUM in TAFTA's name, Donna Toussaint noted that sub-contracting was another approach, in which case TAFTA would determine a specific fee to be offered to the sub-contractor. If TAFTA wishes to operate *A Geelong FORUM 2011* as part of its business plan, this may be a faster way to negotiate for someone besides Janet De Boer to be the main coordinator.
- The meeting of December 13th could be crucial in terms of timing, to let Geelong Grammar know TAFTA's plans for 2011.

Janet De Boer, CEO of TAFTA was subsequently asked to confirm whether TAFTA could book dates with Geelong Grammar School for spring of 2011 and 2012 as this information was crucial to any decisions made by the Board meeting of December 13th. Also, if an Events Coordinator were to be contracted by TAFTA, it seemed best to be able to offer a two-year contract.

Geelong Grammar School confirmed provisional dates for TAFTA FORUMS for both 2011 and 2012.

Meeting of the TAFTA Board, December 13th 2009

- **The Directors felt strongly, and unanimously, that it is essential that the hard work of TAFTA over its 23 years as a company must not be wasted, and no aspect of its assets needs to be abandoned without the greatest effort to maintain the momentum gained over many years. It was expressed in the following language: ‘Corporate Capital must be retained and imparted via Projects, Priorities, Partners and Product.’**
- To this end, the Board can openly welcome input from past directors, as their value is especially recognised, but also from the wider membership. The strategy to achieve this is to be determined.
- The specific question of the future of the TAFTA Geelong FORUM was raised and the motion was put by Sheila Virgo that “The Board of TAFTA accepts and endorses the challenge of TAFTA’s operating a “Geelong FORUM” in 2011 and 2012 at Geelong Grammar School.” Sue Mears seconded that motion and it passed unanimously.
- Accordingly, Geelong Grammar School has been booked by TAFTA for spring of 2011 when the 11th TAFTA ‘Geelong’ FORUM will take place. As well, spring of 2012 has been booked so that as Events Management assistance is sought, the aim will be to enter into a contract for a 2-year period. Both the 2010 and 2011 April FORUMs in Orange present excellent opportunities for analysing the current Events Management Models created for TAFTA by CEO Janet De Boer – to decrease her role, and even her visibility while still making use of her knowledge and services.
- Regarding the input of the current CEO, Janet De Boer’s contribution to TAFTA was recognised and it was understood that upon her full retirement she might then be able to play a role on the TAFTA Board. For now, it is important that her expertise be used while others are also brought into employed positions to supplement her efforts. It was reconfirmed that Janet De Boer is not the same thing as TAFTA and is willing to fully cooperate with the Directors in helping the membership make this distinction.
- Leonie McNally was authorized to ratify final wording of a ‘template’ of policy information that could be disseminated, after December 17th, to: all the participants who attended the 10th TAFTA Geelong FORUM in 2009; to the recently retired Directors (Oct 25, 2008) of the TAFTA Board, and to Glenys Mann and her team for Fibres Geelong 2010.
- The general membership of TAFTA can most easily be informed of Board policy directions via the February edition of Textile Fibre Forum magazine – bearing in mind that it goes to Hong Kong for printing by December 30th, including the Subscriber-Only Newsletter (although the option of another insert also exists). A hyperlink to TAFTA Board Business can be created on the website as soon as December 17-18.

The processes noted above were pursued actively, once wording of the December 13th minutes was provisionally approved by the President of the TAFTA Board on 17th December.

At the meeting of the TAFTA Board of February 6, 2010, Sofia Woods was confirmed as TAFTA’s Conference Coordinator until further notice. She is to work together with Janet De Boer so that job sharing can effectively be explored and facilitated. She is to track all aspects of both of these TAFTA assets (the April FORUM and the Geelong FORUM) so that detailed records can be kept, and accessed as needed.

**A further four transition papers were created and may be accessed on the TAFTA website www.tafta.org.au by clicking on TAFTA Board, then “2009 Transition Papers.”

Transition paper Three deals with Linking enrolments for Glenys Mann’s event, *Fibres Geelong 2010* to subscriptions to Textile Fibre Forum magazine

Transition paper Four deals with details of the Information Exchange regarding background information on TAFTA’s Geelong FORUM that could prove useful to another event. Janet De Boer provided details on insurances; travel; staffing; setting up for traders; photocopy hire; sewing machine hire; limited Liquor License and bar procedures; maps of various facilities; bands used by TAFTA in the past; catering contacts; A-V procedures;

Handbury Well Being Centre contacts and access; media information; full conference newsletter of the Geelong FORUM 2009 with the offer to provide it as an emailed document.

Transition Paper Five deals with the rationale behind a Letter from the Board of Directors of TAFTA to the full membership at mid-November 2009, and the wording of that letter.

Transition Paper Six deals with Janet De Boer's extensive comments on Duty of Care when Managing a Camp/Residential Conference along with specific instances of what this may mean.

There were no subsequent Transition Papers although it had been suggested that information on TAFTA's 10-year history in the development of a binding Hire Agreement with Geelong Grammar, and Schedules to the Hire Agreement, could be made available. The Board meeting of February 6, 2010 noted, via the Agenda, that:

- Janet De Boer and Jude Skeers will meet with Matt Bouma at Geelong Grammar School on the morning of Monday, February 22nd to discuss the 2011 Hire Agreement, use of the Grammar School and the impact of new 'female' accommodation. While Janet De Boer had indicated earlier that she would provide details of the GGS hire agreement to Glenys Mann and her team for Fibres Geelong 2010, it seems wise to leave this to GGS as they may be devising new approaches of their own. To be discussed with Matt Bouma, and Glenys Mann to be advised.

Board activity in 2010 as regards the FORUMs:

- Board meetings are giving active consideration to the hiring of tutors in 2011 for both of TAFTA's FORUM assets: the April FORUM in Orange NSW and the Geelong FORUM 2011.
- Sofia Woods is being gradually drawn into all processes and procedures and tracking the Events Management aspects. She is also able to update the TAFTA website according to the instructions of the Board.
- Directors on the TAFTA Board are partnering Sofia Woods and CEO Janet De Boer so that each tutor contracted by TAFTA has at least three points of reference and all communication is shared, as plans develop.
- Partnering is being explored with a number of organisations so that, in particular, the overseas tutors contracted by TAFTA for FORUM events can be shared as appropriate, and gain extra work when in Australia. TAFTA has a long history of facilitating this kind of arrangement. Current partner planning involves: Flying Arts Org; ATASDA; Wrapt in Rocky; Southern Textiles; Fibres West 2011; RMIT; ANU School of Art Textiles Studio and numerous other groups and guilds around Australia.
- Consultation with TAFTA's Legal and Auditing Resources. It is imperative for a non-for-profit organisation to consult regularly with (in the case of TAFTA) the Honorary Solicitor – Paul Sugden – and the auditing firm's representative, Susan Mortimer of Sothertons Chartered Accountants. At present this occurs on an as-needs basis with Paul Sugden and on a quarterly basis, with Susan Mortimer. Any policy developed by the TAFTA Board that directly affects TAFTA's core business should be carefully discussed with this team.

Respectfully submitted,

Janet De Boer O.A.M.

TRANSITION PAPER 1

October 13, 2009

RE: The 10th Anniversary of the Geelong FORUM, and 2010 planning

This communication, generated by Janet De Boer, Executive Director (employee) of TAFTA is provided to:

- Glenys Mann and the members of her staffing team for Fibres Geelong 2010, dates of September 26 – Oct 2, 2010: Deb McArdle, Belinda Gonsalves, Mags Nixon, Joss Farmar-Bower, Prue Barridge, Janice Appleton and Alicen Kaye
- To The TAFTA Board of Directors, currently comprising President, Leonie McNally; Vice-President Sue Mears; Hon Secretary Donna Toussaint; Directors Kay Faulkner; Sue Ford; Jude Skeers; Svenja; Martien van Zuilen; Sheila Virgo

- To Paul Sugden, the Honorary Solicitor of TAFTA
- To Geelong Grammar School via Marina Oman; Matt Bouma and Steve Radojevic, Manager of Finance and Administration – those people at Geelong Grammar School who have had the most direct interest and involvement in TAFTA's Textile FORUM over the years.

Dear All,

It was an amazing 10th Anniversary for the TAFTA FORUM in Geelong. I celebrated to the hilt, and have many good memories to sustain me while I recover from the post-FORUM cold...

While the timeframe was rushed, to launch a cooperative transition for spring of 2010 at Geelong Grammar School, we now have ample time for plenty of communication, which may, of course, be initiated by any of you, not just me, so long as it is available to everyone. Advice from Paul Sugden confirms that the best plan is full transparency in all communications which will assist this cooperative effort.

I have been wanting to contact everyone intimately concerned with this transition process, and confirm this email comes from me, Janet De Boer, and does not reflect TAFTA Board policy.

Naturally I have a lot of feelings about my own transitioning, and have been on an emotional rollercoaster of late, for all kinds of reasons. My attachment for the achievements of the last ten years at Geelong Grammar was much deeper than I realized. I have potent memories, of much value to me, as well as great regard for the school and the people there who have made themselves available to me, to TAFTA, and to my staffing teams over the years.

I also acknowledge it is most important for new ideas and approaches to become possible and that Glenys Mann has an excellent team in mind for her event at GGS next spring. I have already confirmed my willingness to cooperate with Glenys, in person and in writing, and look forward to meeting with her in person on October 16th, 2009. I will document the results of any discussion relating to textile events at Geelong Grammar and pass it along to all of you.

I would like to take this opportunity to confirm that my own future directions have sometimes been confusing, as have my communications about them. I had a number of discussions with Glenys Mann (which have not formed part of TAFTA's Minutes) about whether I would fully retire from running a Geelong FORUM in 2009, and we talked about her offering a Ballarat event in spring each year to help fill a perceived void, and how that would work in terms of international tutors who might wish to work for a couple of week-long events... we also talked about a spring event being held every second year by whomever....

Then the financial crisis struck and TAFTA took something of a king hit to its assets; magazine subscription revenue dropped dramatically, and I had to assess my personal financial situation as well as asking the Board to ponder if TAFTA could in fact afford to cease operating something like the Geelong FORUM, which has been an important source of stabilizing cash flow.

Obviously, everyone (and many non-profit arts organizations!) had to go into a 'wait and see' mode, after the financial downturn.

Then, in August of 2008, the first of a friend's long-term hospital stays commenced, at Royal Childrens in Brisbane. A am now pledged to act as Brisbane Support Person to an aboriginal teen-ager from Arnhemland, should she be put on a liver transplant program. This was described in my talk on September 30th, to the FORUM, and has had a strong impact on how I plan for the future.

It became very clear that I did have to reduce my own workload. I've spent a lot of time at the hospital with my friend and her young mother, while also trying to coordinate the FORUMs; keep up with magazine deadlines; run the TAFTA gallery and bookshop, and do all the administrative work as my casual employee was struggling with her HSC and I didn't have time to train anyone else. Added to this was recovery from shingles.... a hospital bed often looked good!

So it came about that I did have to ask the Board to develop and confirm future policy with a view to reducing some of my workload. Prior, and subsequent Board Policy, can be considered in a second email that I hope to prepare for Wednesday, October 14th. It's most important that we all understand how that policy is created, what has been put into the Minutes to date, and what the Board would like to have happen in terms of information release.

My thanks and regards, Janet De Boer O.A.M.

TRANSITION PAPER 2

October 14, 2009

RE: TAFTA Board Policy regarding the Geelong FORUM of the past ten years (2000-2009)

This communication, generated by Janet De Boer, Executive Director (employee) of TAFTA is provided to:

- Glenys Mann and the members of her staffing team for Fibres Geelong 2010, dates of September 26 – Oct 2, 2010: Deb McArdle, Belinda Gonsalves, Mags Nixon, Joss Farmar-Bower, Prue Barridge, Janice Appleton and Alicen Kaye
- To The TAFTA Board of Directors, currently comprising President, Leonie McNally; Vice-President Sue Mears; Hon Secretary Donna Toussaint; Directors Kay Faulkner; Sue Ford; Jude Skeers; Svenja; Martien van Zuilen; Sheila Virgo
- To Paul Sugden, the Honorary Solicitor of TAFTA
- To Geelong Grammar School via Marina Oman; Matt Bouma and Steve Radojevic, Manager of Finance and Administration

I have had some positive comments regarding yesterday's email of 13th October, *The 10th Anniversary of the Geelong FORUM, and 2010 planning*. Glenys Mann emailed: "I look forward to seeing you on Friday and to read the future policy that the board will create." Paul Sugden, TAFTA's Honorary Solicitor emailed: "It is clear, concise and gives all details in a historical time line...."

The great difficulty is that you are a unique person and have really been TAFTA for 25 years or so; change for all is difficult but if handled as a gradual process - as happens in law firms (partners step down to a consultancy role for a few years before they completely retire) then there is a clear model to follow."

My position as CEO was formalized when TAFTA (The Australian Forum for Textile Arts, Ltd) was formed as a non-profit arts company in 1987, and it can often be the case, as Paul Sugden suggests, that I am seen to *BE* TAFTA. This is one of the many reasons that Board Policy is so important, and to be observed by all; it is what guides us, and separates the Directors of the Board of TAFTA from the *Executive Director, or Employee* (CEO).

An example of the difficulty in separating out the CEO from the identity of TAFTA was a question being asked during the recent 2009 Geelong FORUM as to "whether Janet De Boer would be back in 2011 to resume coordinating the Geelong FORUM?"

At the TAFTA Board meeting of October 25, 2008, Mags Nixon was a Director and Glenys Mann was President of the Board; this was the meeting at which they both retired after serving on the Board for 4 years (two X two-year terms). At that meeting the following was presented in the Agenda to the meeting:

"The **Geelong FORUM 2009** – enrolments open in early November; ballot to be held 13th December. Janet De Boer advises that with the Board's permission, she will announce towards the end of the 10th Geelong FORUM (being held in 2009) that she is taking a year off from running that event, so nothing will be scheduled for 2010. This leaves a lot of options open (for example, alternating the venue for an annual FORUM) and gives everyone some breathing space; it also prevents the next Geelong FORUM from turning into a Wake."

The following was entered into the Minutes of the TAFTA Board meeting of October 25, 2008:

- It was agreed that Janet De Boer only need say, towards the end of the 2009 event, that she was having a year off. No rumours will be encouraged about 'the last Geelong FORUM'. It is important to leave options open.

The new TAFTA Board, voted on by the AGM of October 25, 2008, while entitled to alter the above policy, has made no subsequent policy changes to date, so that policy holds. If any of you should be asked "What are Janet De Boer's plans after 2010", it's clear that the correct answer to that is, "Ask Janet; she's working things out in line with the wishes of the TAFTA Board."

Regarding the situation of the Geelong FORUM for 2010, that did become Board Policy in the Minutes. The following, from the Agenda for the TAFTA Board meeting of June 14, 2009, was considered by the Board:

Message from Glenys Mann to Janet De Boer on May 2nd: *I have been in touch with the Ballarat Grammar School to ask if the dates for the September school holidays will be available for 2010-2011. Alas, these dates on their calendar are full and will not be available until 2012.... So my question to you is, do you think that I could run a small event at Geelong Grammar, only to the numbers that I am used to having, no more than 200 (including tutors) during the time that TAFTA's Geelong FORUM was held? I know that you have said that it is a big school and grounds, but with the smaller numbers we would be able to consolidate the classrooms and the accommodation into a tighter area... saving on the legs of the older person (namely me)!! The Geelong staff also know us and have got into a great rhythm (due to your meticulous training) and understand our wants and needs, rather than trying to break in another venue.*

Janet De Boer replied by email: "Once TAFTA is no longer negotiating with Geelong Grammar, anyone can do so - but I appreciate your careful consideration of what that 'means' in terms of a 10-year history there for TAFTA. Ideally it would be good to discuss everything in depth with the Board, for the sake of openness, and I won't have a chance to do that until June 14th."

Subsequently Janet De Boer opened the topic of this kind of planning with Matt Bouma who replied that Geelong Grammar School remained open to all kinds of events negotiations.

The following was entered into the Minutes of the TAFTA Board meeting of June 14, 2009:

GEELONG 2010 The Notes to the Agenda were discussed and it was felt that an announcement could be made towards the end of the Geelong FORUM 2009 to the effect that Janet De Boer was taking time off in spring of 2010 and would not be available that year to run a FORUM in Geelong, and Glenys Mann had been asked to take on a similar style of event as part of her own business. The timetable for Glenys being able to secure her tutors and the need to keep a lid on these developments means that she and Janet De Boer should collaborate on the next stages. The Board felt strongly that the current 'Expressions of Interest' form that Glenys had provided should be re-worded, and should not be circulated until early October of this year. Janet De Boer confirmed she would soon have ample time to talk to Glenys Mann in person and work out any details, but that in the meantime, Glenys would need to start negotiations with Geelong Grammar for her preferred dates, and to obtain their costs to her.

The Minutes of the subsequent meeting of September 6, 2009 dealt only with the fine tuning of the Geelong FORUM 2009.

The next meetings of the Board of TAFTA take place on 1st November, 2009 and on 12th December 2009. Should the current Board of TAFTA feel they have confidence in formulating more policy, beyond 2010, there would still be time for this policy to be released in the February 2010 edition of Textile Fibre Forum magazine. A letter to all participants of the Geelong FORUM 2009 is being contemplated as well, but no contents have been discussed as yet.

I am sure everyone understands that this process depends on thoughtful timing, and rests in the hands of the current Board of Directors of TAFTA. If you are asked, "What does TAFTA intend beyond 2010?" the correct answer is "That policy is being formulated in line with the Board's duty to serve a non-profit arts organisation to the best of its abilities."

Or, a simpler response could be, "Please contact the Board of TAFTA with your question; it is their right to confirm policy."

I hope this proves helpful, and thank you for your consideration of these matters.

Yours Sincerely,

Janet De Boer O.A.M.

If you wish to see additional Transition Papers (#3-#6) click on the ARCHIVAL link.