

29 May 2020

Mercury/MRC Board
Thursday 30 April 2020
Held via Zoom Online Conference

AGM Meeting Minutes

Meeting opened at: 5:00pm

Attendees: Karena Slaninka, Gena Ashwell, Gail Fuller, Kirsty Stark, Maddie Parry, Dan Thorsland, Claire Harris, Alison Wotherspoon, Tony Keenan

Julia Light, Jack Sheridan, Ryder Grindle,

Apologies:

Minutes from the Previous Board Meeting:

Moved that these are correct: Madeleine Parry
Seconded: Gail Fuller

Acknowledgement from the Chair:

Board Members Standing Down and Nominees

Clause 9.5 of Constitution: Half of the board need to stand down but may be re-elected if the term hasn't finished. Current board number is 8. Tony, Claire, Kirsty and Gail Fuller all standing down. Gail Fuller also standing for re-election. Seeking to fill two positions. Gail Fuller and Jack Sheridan are standing for nomination.

Board Minutes for financial numbers up until December 2018

2019 AGM minutes are for the report for the 2018 calendar year.

Nominator: Gena

Secunder: Alison Wotherspoon

Chair's Report

Tony Keenan

Quality of the annual report this year is fantastic. Commendation to staff and in particular Karena.

- Challenges

- We create initiatives and exhibition – challenge is combining those activities. Think we've done it well over time; screen makers conference, screen awards etc. Thanks to the staff for delivering a busy calendar.
- Thank SA Govt, SAFC, Arts SA. Program funding has always been a challenge. Going through a transition with arts orgs needing to be more commercially focussed. Have had some

success supplementing baseload funding but without baseload funding would have struggled.

- Last year there was an extensive review of the industry and were given opportunity to participate at a number of levels and took strength from the support in the community for The Mercury. Acknowledgement of the SAFC and Kate Croser's support and leadership.
- Goals
 - Karena and Gail will carry on past goals and there's already a whole number of new ideas. The vision for the organisation has become more focussed over last six months. Acknowledge in the handover that Gena and Karena share key vision goals from Tony's term.
- Thanks
 - Thanks to Gail Kovasteff and all the board members. Special mention to retiring board members from last year Mark Knight and Mark Stevens who did a huge amount of pro-bono work.
 - Very, very please Gena has agreed to take over the chair role. Transitioned in February. Renewed energy, vigour and vision.
- Voting
 - Voting closes for board members at 5:30pm.
- Strategic and Financial
 - Strategic issues feed into financial. Now that we're focussed and selective and not trying to do too much. Acknowledging the marketing and governance capabilities and qualities of new board members.
 - We maintain strong reserves but we don't want to keep relying on them
 - An increase in cinema revenue last year but a lot of opportunity for increased partnerships
 - Acknowledging Gena and Karena's strides on the business side, cutting expenses but also focussing on business growth with an eye to what is commercially minded. In a great space from commercial and business management POV.
 - Thanking Mark Knight and Gail Fuller for assistance on finance/treasury committee.
- 2019 Independent Review
 - Did have an independent business review mid-year to look at how to take load off existing staff and better define roles and responsibilities. Getting insight from an independent point of view on business development and structure and processes to increase efficiency for staff and financial management.
- Auditors Report
 - Officially confirmed.
 - Moved: Claire
 - Seconded: Dan
- Handing over to Gena and Gail.
 - Thanks and confidence in Gena and Gail in respective positions as Chair and Treasurer.

Gena Ashwell

- Intro and appointment of CEO
 - Thanks to Tony and excited to take over.
 - Passionate about the organisation
 - Most critical task of Chair is appointment of the right CEO. Once Karena was Acting Director and Gena took over chair built a good working relationship with Karena.
 - Karena's CV detailed. Made a detailed proposal to board to appoint Karena as the CEO. Karena accepted.
 - Working with Karena on the strategic plan has been great and confident moving forward.

- Appointment of Auditor
 - o Appointing RSM as auditors for the next financial year.
 - o Tony Keenan: Gives background on working with RSM. Have worked with them for 2-3 years. RSM are a bit more expensive but rigorous and provide comfort in the numbers. RSM are a mid-tier firm. Tony has found them to be very responsive. A second layer of independent scrutiny that The Mercury doesn't have because of small size of the organisation.
 - Moved: Alison
 - Seconded: Claire
- Appointment of New Board Members
 - o Two new members Gail Fuller and Jack Sheridan. Delighted they will be on our board going forward.
 - Gail Fuller: (Gena Ashwell) We are very privileged to have Gail on our board as treasurer. She is a founder of internationally recognised visual effect company Rising Sun Pictures.
 - Jack Sheridan: Thank you. A privilege to join board. Background as lawyer and filmmaker. Legal expertise in entertainment law, IP, privacy, cyberlaw, new technologies, corporate law and governance - advising small and medium businesses and creatives. Won awards in IP and cyber law. Produces and directs with own production company directed projects that have won awards and screened nationally and internationally. Looking forward to working on the board.

CEO Report:

Karena Slaninka

- Thanks
 - o Thanks for the introduction. It's fantastic to have taken on this position
 - o Thanks to Tony as the outgoing chair for the work that he has done over many years for this organisation in a volunteer capacity. Governance expertise has been invaluable.
 - o Acknowledge Claire; have only worked together for short period of time but has been a joy and pleasure.
 - o Thank Kirsty for many years of service. One of the first people Karena met when came to Adelaide. Been fantastic and wish all the best with her career.
- Intro
 - o First and foremost, Karena is a content creator/filmmaker but has also worked as an executive 'on both sides of the fence' and is bringing years of experience to the role.
 - o Exciting vision and a new organisation for South Australia moving forward.
- The Mercury CX
 - o Focus on merging the MRC and Mercury into one organisation. Vote to merge the organisation carried last year. New name is The Mercury CX. CX stands for a 'Centre for Excellence'. At the level of a Sundance Institute. Have faith we can deliver on that vision. Pivot the organisation to give South Australia a competitive edge.
 - o New brand design and website are in development.
- Focus Groups with Industry
 - o Beginning in June focus groups with industry. An invitation to the membership to take part.
- Screen makers Conference
 - o Due to COVID delivering an online iteration of it in August.

Other Business:

Questions from the floor

- Robert: How can communication about MRC services be improved during COVID? And what are the current guidelines to members during COVID?
 - o Gena: The industry is still waiting for answers around insurance and how we can proceed. As soon as The Mercury has more information it will be communicated
 - o Karena: Thanks Robert, I know you've been speaking to various staff members about insurance and equipment. Because things are just changing now will be reviewing equipment hire so we can support as much production as possible. Regarding lack of communication, I take that on – we have been busy transforming to organisation so we haven't wanted to communicate before there has been clarity. But now the communication will start rolling out and there will be a much clearer idea. And with the industry roundtables will want input, buy-in and support from community. Lack of communication is completely taken on and recognized and will be able to be addressed in future. Also have hired a new communications person to work with us. We need to not only communicate what the future is but also communicate right now what the transformation is so everyone can go on the journey with us. Have been building solid foundations so now can communicate.

- Stephanie: Had heard there was a change or restructure happening to membership structure.
 - o Karena: As you know there are two sides to the organisation; the MRC and The Mercury. At the moment they don't cross over in membership or benefit. Our value proposition to the community is to combine these two but we will use industry roundtables to inform what members value in the organization and then we will change the membership moving forward.
At the moment the membership is hit and miss, so an overhaul will be informed by membership's needs and interests. Examples, writer's rooms, editing suite etc. There may be different levels of membership as well.

- Kirsty: Had a couple people asking about the SASA awards, has there been a decision on it yet?
 - o Karena: We are in an uncertain time due to COVID. Have continued on judging process but not decided if it will be an in person or online event.

- Max: Are you thinking of upgrading the rental equipment or, instead, creating a partnership with local rental houses where The Mercury subsidises a small part of the rental cost? Mercury equipment is a little bit dated.
 - o Karena: This has been an on-going question. Insurance costs are high. It is a loss-making proposition. This will be one of the things to discuss in focus groups.
 - o Ryder: We have an obligation to provide equipment to emerging people who can't afford equipment houses but that is what makes it unaffordable. The equipment house partnership is something that we've been looking at.
 - o Alison: Partnership sounds useful.

Karena: Thanks for the questions, all of this will be covered and explored in the focus groups. An opportunity to delve into these questions will arise soon.

Gena: Great to see people via zoom and hopefully soon in person.

Meeting closed at 6:00pm

Minutes taken by Madeleine Parry

Next Board Meeting: TBC